

Summer Infant, Inc.
Form SC 13D/A
August 28, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

SUMMER INFANT, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

865646103

(CUSIP Number)

Privet Fund LP

Attn: Ryan Levenson

79 West Paces Ferry Road, Suite 200B

Atlanta, GA 30305

With a copy to:

Rick Miller

Bryan Cave Leighton Paisner LLP

1201 W. Peachtree St., 14th Floor

Atlanta, GA 30309

Tel: (404) 572-6600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 6, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box “.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

SCHEDULE 13D

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1 NAME OF REPORTING
PERSON S.S. OR I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON

2 **Privet Fund LP**
CHECK
THE
APPROPRIATE
BOX IF A MEMBER (a)
OF A MEMBER (b)
GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 **WC**
CHECK BOX IF
DISCLOSURE OF
LEGAL PROCEEDINGS
IS REQUIRED
PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION **Delaware**

NUMBER OF
SHARES **7** SOLE
VOTING
POWER

BENEFICIALLY **0**
8

OWNED BY	SHARED
EACH	VOTING
REPORTING	POWER
	915,763
PERSON WITH:	SOLE
	DISPOSITIVE
	9 POWER
	0
	10 SHARED
	DISPOSITIVE
	POWER
	915,763
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	915,763 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	4.9% TYPE OF REPORTING PERSON
	PN

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1 NAME OF REPORTING
PERSON S.S. OR I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON

2 **Privet Fund
Management LLC**
CHECK
THE
APPROPRIATE
BOX IF A MEMBER (a)
OF A MEMBER (b)
GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 **WC, AF**
CHECK BOX IF
DISCLOSURE OF
LEGAL PROCEEDINGS
IS REQUIRED
PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION **Delaware**

NUMBER OF
SHARES **7** SOLE
VOTING
POWER
BENEFICIALLY **0**

OWNED BY	SHARED
	VOTING
EACH	8 POWER
REPORTING	
	1,068,485
PERSON WITH:	SOLE
	DISPOSITIVE
	9 POWER
	0
	10 SHARED
	DISPOSITIVE
	POWER
	1,068,485
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	1,068,485 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	5.7% TYPE OF REPORTING PERSON
	00

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1 NAME OF REPORTING
PERSON S.S. OR I.R.S.
IDENTIFICATION NO.
OF ABOVE PERSON

2 **Ryan Levenson**
CHECK
THE
APPROPRIATE
BOX IF A (a)
MEMBER (b)
OF A
GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 **AF**
CHECK BOX IF
DISCLOSURE OF
LEGAL PROCEEDINGS
IS REQUIRED
PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION **United
States**

NUMBER OF **7** SOLE
SHARES VOTING
POWER

BENEFICIALLY	0
	SHARED
OWNED BY	VOTING
	8 POWER
EACH	
REPORTING	1,068,485
	SOLE
PERSON WITH:	DISPOSITIVE
	9 POWER
	0
	10 SHARED
	DISPOSITIVE
	POWER
	1,068,485
	AGGREGATE AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
	REPORTING PERSON
	1,068,485
	CHECK BOX IF THE
12	AGGREGATE AMOUNT
	IN ROW (11)
	EXCLUDES CERTAIN
	SHARES "
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	5.7%
	TYPE OF REPORTING
14	PERSON
	IN

SCHEDULE 13D

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Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on March 7, 2016, as amended on May 12, 2016 and November 18, 2016 (the "Schedule 13D"), with respect to the Common Stock, \$0.0001 par value (the "Common Stock"), of Summer Infant, Inc., a Delaware corporation (the "Corporation" or "Issuer"). Capitalized terms not otherwise defined herein are used as defined in the Schedule 13D. The Reporting Persons hereby amend and supplement the Schedule 13D as follows:

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated in its entirety to read as follows:

(a) As of the date of this filing, the Reporting Persons beneficially own 1,068,485 shares, or approximately 5.7% of the outstanding Common Stock of the Corporation (calculated based on information included in the Form 10-Q filed by the Corporation for the quarterly period ended June 30, 2018, which reported that 18,769,015 shares of Common Stock were outstanding as of June 30, 2018).

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Signature

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 28, 2018

PRIVET FUND LP

By: Privet Fund Management LLC,

Its General Partner

By: /s/ Ryan Levenson

Name: Ryan Levenson

Its: Managing Member

PRIVET FUND MANAGEMENT LLC

By: /s/ Ryan Levenson

Name: Ryan Levenson

Its: Managing Member

/s/ Ryan Levenson

Ryan Levenson

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SCHEDULE 1

Shares Acquired or Sold by the Reporting Persons in the Last 60 Days:

1. Privet Fund LP (1)

Trade Date (Purchase/Sale)	Nature of Transaction	Number of Shares	Price Per Share (2)
7/2/2018	Sale	(75,552)	\$1.3066
7/3/2018	Sale	(7,900)	\$1.3153
8/21/2018	Sale	(12,505)	\$1.9468
8/22/2018	Sale	(46,400)	\$1.7475
8/23/2018	Sale	(57,496)	\$1.8117
8/24/2018	Sale	(49,744)	\$1.8006
8/27/2018	Sale	(60,552)	\$1.8056

(1) Not including any brokerage fees.

The price per share reported is a weighted average price. The Reporting Persons undertake to provide to the

(2) Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, further information regarding the number of shares sold at each separate price.