

Summer Infant, Inc.
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 6)

Summer Infant, Inc.

(Name of Issuer)

Common Stock, \$.0001 Par Value Per Share

(Title and Class of Securities)

865646103

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) "

(b) Reporting Person is affiliated with other persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

403,681 Shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	0	7	SOLE DISPOSITIVE POWER
----------------------------------------------------------------------------------------	---	---------------------	---	---	------------------------

403,681 Shares

SHARED DISPOSITIVE POWER

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
403,681 Shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
2.3%

TYPE OF REPORTING PERSON

12
PN

2

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NAMES OF REPORTING PERSONS

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1

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

584,535 Shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	0	7
		SHARED VOTING POWER	SOLE DISPOSITIVE POWER

584,535 Shares

SHARED DISPOSITIVE POWER

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
584,535 Shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
3.4%

TYPE OF REPORTING PERSON

12
PN

3

CUSIP No. 865646103 Page 4 of 13 Pages

NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) "

(b) Reporting Person is affiliated with other persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

311,211 Shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	0	7	SOLE DISPOSITIVE POWER
----------------------------------------------------------------------------------------	---	---------------------	---	---	------------------------

311,211 Shares

SHARED DISPOSITIVE POWER

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
311,211 Shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
1.8%

TYPE OF REPORTING PERSON

12
CO

4

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NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) "

(b) Reporting Person is affiliated with other persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5 40,000 Shares

SHARED VOTING POWER

NUMBER OF 6
SHARES 0
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE DISPOSITIVE POWER

7 40,000 Shares

SHARED DISPOSITIVE POWER

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 40,000 Shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
0.2%

TYPE OF REPORTING PERSON

12
EP

5

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NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1

WYNNEFIELD CAPITAL MANAGEMENT, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) "

(b) Reporting Person is affiliated with other persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York

SOLE VOTING POWER

5

988,216 Shares (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	0	7	SOLE DISPOSITIVE POWER
----------------------------------------------------------------------------------------	---	---	---	------------------------

988,216 Shares (1)

SHARED DISPOSITIVE POWER

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
988,216 Shares (1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
5.7% (1)

TYPE OF REPORTING PERSON

12
OO

(1) Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

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NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1

WYNNEFIELD CAPITAL, INC.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) "

(b) Reporting Person is affiliated with other persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

311,211 Shares (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	0	7	SOLE DISPOSITIVE POWER
----------------------------------------------------------------------------------------	---	---	---	------------------------

311,211 Shares (1)

SHARED DISPOSITIVE POWER

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
311,211 Shares (1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
1.8% (1)

TYPE OF REPORTING PERSON

12
CO

(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

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NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1

NELSON OBUS

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) "

(b) Reporting Person is affiliated with other persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

1,339,427 Shares (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 0	SHARED VOTING POWER	7 SOLE DISPOSITIVE POWER
----------------------------------------------------------------------------------------	--------	---------------------	--------------------------

1,339,427 Shares (1)

SHARED DISPOSITIVE POWER

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,339,427 Shares (1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
7.7% (1)

12 TYPE OF REPORTING PERSON IN

(1) Mr. Obus may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield Small Cap Value Offshore Fund, and Wynnefield Capital, Inc. Profit Sharing Plan because he is a co-managing member of Wynnefield Capital Management, LLC, a principal executive officer of Wynnefield Capital, Inc. (the investment manager of Wynnefield Small Cap Value Offshore Fund), and the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan. The filing of this Statement and any future amendment by Mr. Obus, and the inclusion of information herein and therein with respect to Mr. Obus, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Obus disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.

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NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1

JOSHUA LANDES

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) "

(b) Reporting Person is affiliated with other persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

1,299,427 Shares (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	0	7
		SOLE DISPOSITIVE POWER	

1,299,427 Shares (1)

SHARED DISPOSITIVE POWER

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,299,427 Shares (1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
7.5% (1)