

Summer Infant, Inc.
Form 4
May 01, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WYNNEFIELD PARTNERS
SMALL CAP VALUE LP

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE
509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Summer Infant, Inc. [SUMR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.0001 par value per share | 04/29/2008 | | P | | 5,400 | A | \$ 4.05 |
| | | | | | 1,592,565 | I | (1) (2) (3) (4) (5) (6) (7) (8) (9) |
| | | | | | | | See Footnote (8) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD CAPITAL INC 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123 | | X | | |
| CHANNEL PARTNERSHIP II L P 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123 | | X | | |
| Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123 | | X | | |

Signatures

| | |
|----------------------------------------------------------------------------------------------------------------------------------------|------------|
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 05/01/2008 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 05/01/2008 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital Inc., /s/ Nelson Obus, President | 05/01/2008 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member | 05/01/2008 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President | 05/01/2008 |
| __Signature of Reporting Person | Date |
| CHANNEL PARTNERSHIP II, L.P., /s/ Nelson Obus, General Partner | 05/01/2008 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus | 05/01/2008 |
| __Signature of Reporting Person | Date |
| /s/ Nelson Obus, Individually | 05/01/2008 |
| __Signature of Reporting Person | Date |
| /s/ Joshua Londes, Individually | 05/01/2008 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On the date hereof, Wynnefield Partners Small Cap Value, L.P., (the "Reporting Person") directly beneficially owns 393,365 shares of common stock, par value \$.0001 per share ("Common Stock") of Summer Infant, Inc. (SUMR) and warrants to purchase up to an aggregate of 99,700 shares of Common Stock. Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock and in the warrants that the Reporting Person directly beneficially owns. Wynnefield Capital Management, LLC, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.

(2) Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock and in the warrants that the Reporting Person directly beneficially owns. Mr. Obus and Mr. Landes, who maintain offices at the same address as the Reporting Person, are filing this Form jointly with the Reporting Person (see footnote (9)).

(3) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 567,000 shares of Common Stock and warrants to purchase an aggregate of 157,300 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.

(4) Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock and in the warrants that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns. Mr. Obus and Mr. Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock and in the warrants that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns.

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- On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 541,800 shares of Common Stock and warrants to purchase an aggregate of 175,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.
- (5) Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock and in the warrants that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Wynnefield Capital, Inc., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.
- (6) Mr. Obus and Mr. Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock and in the warrants that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.
- On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 40,000 shares of Common Stock, which are directly beneficially owned by Channel Partnership II, L.P., as members of a group under Section 13(d) of the Exchange Act. Channel Partnership II, L.P., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus, as the sole general partner of Channel Partnership II, L.P., has an indirect beneficial ownership interest in the shares of Common Stock that Channel Partnership II, L.P. directly beneficially owns.
- (7) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 50,400 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus has the power to vote and dispose of Wynnefield Capital, Inc. Profit Sharing Plan's investments in securities and has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.
- (8) Mr. Obus and Mr. Landes disclaim beneficial ownership of the securities described in this statement, except to the extent of their individual pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that Mr. Obus and Mr. Landes are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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