

Summer Infant, Inc.  
Form 4  
October 28, 2008

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**10/24/2008**

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<br>Security<br>(Instr. 3)                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                       |
|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
|                                                        |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                                         |
| Common<br>Stock,<br>\$0.0001<br>par value<br>per share | 10/24/2008                              |                                                             | P                                       |                                                                         | 3,400                                                                                                              | A<br>\$<br>3.3065                                                       | 2,205,722 <sup>(1)</sup><br>(2) (3) (4) (5) (6) D <sup>(1)</sup> (2)<br>(7) (8)         |
| Common<br>Stock,<br>\$0.0001<br>par value<br>per share | 10/24/2008                              |                                                             | P                                       |                                                                         | 4,600                                                                                                              | A<br>\$<br>3.3065                                                       | 2,205,722 <sup>(1)</sup><br>(2) (3) (4) (5) (6) I<br>(7) (8) See<br>Footnote<br>(3) (4) |
| Common<br>Stock,                                       | 10/24/2008                              |                                                             | P                                       |                                                                         | 4,294                                                                                                              | A<br>\$<br>3.3065                                                       | 2,205,722 <sup>(1)</sup><br>(2) (3) (4) (5) (6) I<br>(7) (8) See<br>Footnote            |

# Edgar Filing: Summer Infant, Inc. - Form 4

|           |            |  |   |       |   |               |                       |          |
|-----------|------------|--|---|-------|---|---------------|-----------------------|----------|
| \$0.0001  |            |  |   |       |   | (7) (8)       |                       | (5) (6)  |
| par value |            |  |   |       |   |               |                       |          |
| per share |            |  |   |       |   |               |                       |          |
| Common    |            |  |   |       |   |               |                       |          |
| Stock,    |            |  |   |       |   | 2,205,722 (1) |                       | See      |
| \$0.0001  | 10/27/2008 |  | P | 6,710 | A | \$ 3.5        | (2) (3) (4) (5) (6) I | footnote |
| par value |            |  |   |       |   |               | (7) (8)               | (3) (4)  |
| per share |            |  |   |       |   |               |                       |          |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships                    |
|--------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                  | Director 10% Owner Officer Other |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP<br>450 SEVENTH AVENUE, SUITE 509<br>NEW YORK, NY 10123    | X                                |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP I                                                         | X                                |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD<br>450 SEVENTH AVE<br>STE 509<br>NEW YORK, NY 10123 | X                                |

|                                                                                                       |   |
|-------------------------------------------------------------------------------------------------------|---|
| WYNNEFIELD CAPITAL MANAGEMENT LLC<br>450 SEVENTH AVE<br>STE 509<br>NEW YORK, NY 10123                 | X |
| WYNNEFIELD CAPITAL INC                                                                                | X |
| CHANNEL PARTNERSHIP II L P<br>450 SEVENTH AVENUE SUITE 509<br>NEW YORK, NY 10123                      | X |
| Wynnefield Capital, Inc. Profit Sharing Plan<br>450 SEVENTH AVENUE<br>SUITE 509<br>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   | 10/28/2008 |
| __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 | 10/28/2008 |
| __Signature of Reporting Person                                                                                                        | Date       |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President                               | 10/28/2008 |
| __Signature of Reporting Person                                                                                                        | Date       |
| WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member                                                                   | 10/28/2008 |
| __Signature of Reporting Person                                                                                                        | Date       |
| WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President                                                                                   | 10/28/2008 |
| __Signature of Reporting Person                                                                                                        | Date       |
| CHANNEL PARTNERSHIP II, L.P., /s/ Nelson Obus, General Partner                                                                         | 10/28/2008 |
| __Signature of Reporting Person                                                                                                        | Date       |
| WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, Authorized Signatory                                                    | 10/28/2008 |
| __Signature of Reporting Person                                                                                                        | Date       |
| /s/ Nelson Obus, Individually                                                                                                          | 10/28/2008 |
| __Signature of Reporting Person                                                                                                        | Date       |
| /s/ Joshua Landes, Individually                                                                                                        | 10/28/2008 |
| __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)

## Edgar Filing: Summer Infant, Inc. - Form 4

On the date hereof, Wynnefield Partners Small Cap Value, L.P., (the "Reporting Person") directly beneficially owns 570,665 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 "Remarks" below).

On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 835,410 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").

- (3) 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. 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.

- (4) 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.

On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 703,794 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. 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.

- (7) 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.

On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 55,853 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.

### Remarks:

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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.