

Summer Infant, Inc.
Form SC 13D/A
November 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 8)

Under the Securities Exchange Act of 1934

SUMMER INFANT, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

865646103

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P. I

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

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Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

1350 Avenue of the Americas, 26th Floor

New York, New York 10019

(212) 541-6222

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

November 23, 2016

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value, L.P. I 13-3953291

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY 2,635,530 (See Item 5)
SHARED VOTING POWER
OWNED BY
EACH 8
0 (See Item 5)
REPORTING SOLE DISPOSITIVE POWER
PERSON 9
WITH 2,635,530 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,635,530 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.3%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value, L.P. 13-3688497

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY 1,712,096 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH

REPORTING 0 (See Item 5)
SOLE DISPOSITIVE POWER

PERSON 9

WITH 1,712,096 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11

1,712,096 (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13

9.3%
TYPE OF REPORTING PERSON
14

PN

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Small Cap Value Offshore Fund, Ltd. (No IRS Identification No.)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,172,462	(See Item 5)
	SHARED VOTING POWER	
	8	
	0	(See Item 5)
	SOLE DISPOSITIVE POWER	
	9	
	1,172,462	(See Item 5)
	10 SHARED DISPOSITIVE POWER	
	0	(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,172,462 (See Item 5)
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%
14 TYPE OF REPORTING PERSON

CO

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Capital, Inc. Profit Sharing & Money Purchase Plan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 153,306 (See Item 5)
SHARED VOTING POWER
OWNED BY 8
EACH
REPORTING 0 (See Item 5)
SOLE DISPOSITIVE POWER
PERSON 9
WITH 153,306 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11

153,306 (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13

0.8%
TYPE OF REPORTING PERSON
14

CO

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Capital Management, LLC 13-4018186

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 4,347,626 (See Item 5)
SHARED VOTING POWER
OWNED BY 8
EACH
REPORTING 0 (See Item 5)
SOLE DISPOSITIVE POWER
PERSON 9
WITH 4,347,626 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,347,626 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

23.5%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Capital, Inc. 13-3688495

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY 1,172,462 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH

REPORTING 0 (See Item 5)
SOLE DISPOSITIVE POWER

PERSON 9

WITH 1,172,462 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11

1,172,462 (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13

6.3%
TYPE OF REPORTING PERSON
14

CO

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Nelson Obus

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY 0 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH 5,673,394 (See Item 5)

REPORTING SOLE DISPOSITIVE POWER

PERSON 9

WITH 0 (See Item 5)
10 SHARED DISPOSITIVE POWER

5,673,394 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11

5,673,394 (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13

30.7%
TYPE OF REPORTING PERSON
14

IN

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Joshua Landes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY 0 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH 5,673,394 (See Item 5)

REPORTING SOLE DISPOSITIVE POWER

PERSON 9

WITH 0 (See Item 5)
10 SHARED DISPOSITIVE POWER

5,673,394 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,673,394 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.7%
TYPE OF REPORTING PERSON

14

IN

CUSIP No. 865646103

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Item 1. Security and Issuer.

This Amendment No. 8 amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") on November 15, 2012 as further amended by Amendment No. 1 filed on June 14, 2013, Amendment No. 2 filed on November 17, 2014, Amendment No. 3 filed on November 16, 2015, Amendment No. 4 filed on December 22, 2015, Amendment No. 5 filed on August 12, 2016, Amendment No. 6 filed on August 24, 2016 and Amendment No. 7 filed on November 22, 2016 (the "Schedule 13D") by the Wynnefield Reporting Persons (as defined in the Schedule 13D) with respect to shares of common stock, \$0.0001 par value per share (the "Common Stock") of Summer Infant, Inc., (the "Issuer"), whose principal executive offices are located at 1275 Park East Drive, Woonsocket, Rhode Island 02895. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$15,015,585 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

This Schedule 13D is filed by the Wynnefield Reporting Person to report acquisitions of shares of the Common Stock which increases its beneficial ownership (as such term is defined under Rule 13d-3 under the Exchange Act of 1934, as amended) of the Common Stock of the Issuer by more than 1% from the amounts previously reported on Amendment No. 7 previously filed on November 22, 2016.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a), (b) and (c) As of November 29, 2016, the Wynnefield Reporting Persons beneficially owned in the aggregate 5,673,394 shares of Common Stock, constituting approximately 30.7% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 18,499,985 shares outstanding as of November 2, 2016, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended October 1, 2016, filed with the Securities and Exchange Commission (the "Commission") on November 2, 2016.

The following table sets forth certain information with respect to Common Stock directly beneficially owned by the Wynnefield Reporting Persons listed below:

CUSIP No. 865646103

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Name	Number of Common Stock	Percentage of Outstanding Common Stock	
Wynnefield Partners I	2,635,530	14.3	%
Wynnefield Partners	1,712,096	9.3	%
Wynnefield Offshore	1,172,462	6.3	%
Plan	153,306	0.8	%

WCM is the sole general partner of Wynnefield Partners and Wynnefield Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. WCM, as the sole general partner of Wynnefield Partners and Wynnefield Partners I, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

WCI is the sole investment manager of Wynnefield Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Offshore beneficially owns. WCI, as the sole investment manager of Wynnefield Offshore, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Offshore beneficially owns. Messrs. Obus and Landes are executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Messrs. Obus and Landes, as executive officers of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

The Plan is an employee profit sharing plan. Messrs. Obus and Landes are the co-trustees of the Plan and accordingly, Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Plan may be deemed to beneficially own. Each of Messrs. Obus and Landes, as the trustees of the Plan, shares with the other the power to direct the voting and disposition of the shares of Common Stock beneficially owned by the Plan.

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Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) in the aggregate 5,673,394 shares of Common Stock, constituting approximately 30.7% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 18,499,985 shares outstanding as of November 2, 2016, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended October 1, 2016, filed with the Commission on November 2, 2016.

CUSIP No. 865646103

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The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

The Wynnefield Reporting Persons have acquired shares of Common Stock during the last 60 days as follows:

Name	Transaction	Date	Number of Shares	Price Per Share
Wynnefield Partners I	Purchase	9/16/2016	9,598	\$ 2.20
Wynnefield Partners I	Purchase	11/16/2016	206,669	\$ 1.80
Wynnefield Partners I	Purchase	11/17/2016	49,616	\$ 2.00
Wynnefield Partners I	Purchase	11/18/2016	17,335	\$ 2.00
Wynnefield Partners I	Purchase	11/21/2016	64,790	\$ 2.00
Wynnefield Partners I	Purchase	11/23/2016	171,874	\$ 2.00
Wynnefield Partners	Purchase	9/16/2016	6,104	\$ 2.20
Wynnefield Partners	Purchase	11/16/2016	130,378	\$ 1.80
Wynnefield Partners	Purchase	11/17/2016	31,327	\$ 2.00
Wynnefield Partners	Purchase	11/18/2016	10,955	\$ 2.00
Wynnefield Partners	Purchase	11/21/2016	40,937	\$ 2.00
Wynnefield Partners	Purchase	11/23/2016	108,519	\$ 2.00
Wynnefield Offshore	Purchase	9/16/2016	3,770	\$ 2.20
Wynnefield Offshore	Purchase	11/16/2016	81,905	\$ 1.80
Wynnefield Offshore	Purchase	11/17/2016	19,657	\$ 2.00
Wynnefield Offshore	Purchase	11/18/2016	6,866	\$ 2.00
Wynnefield Offshore	Purchase	11/21/2016	25,693	\$ 2.00
Wynnefield Offshore	Purchase	11/23/2016	68,095	\$ 2.00

(d) and (e). Not Applicable.

CUSIP No. 865646103

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D/A is true, complete and correct.

Dated: November 29, 2016

WYNNEFIELD PARTNERS SMALL CAP
VALUE, L.P. I

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP
VALUE, L.P.

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE
OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,
its Investment Manager

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL INC. PROFIT
SHARING & MONEY PURCHASE

PLAN, INC.

By: /s/ Nelson Obus
Nelson Obus, Authorized Signatory

WYNNEFIELD CAPITAL
MANAGEMENT, LLC

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

CUSIP No. 865646103

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WYNNEFIELD CAPITAL,
INC.

By: /s/ Nelson Obus
Nelson Obus, President

/s/ Nelson Obus
Nelson Obus, Individually

/s/ Joshua Landes
Joshua Landes, Individually