

Summer Infant, Inc.
Form SC 13D/A
September 12, 2016

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Summer Infant Inc.

(Name of Issuer)

Common Stock, Par Value \$0.0001 per share

(Title of Class of Securities)

865646 10 13

(CUSIP Number)

Jason P. Macari

3100 Diamond Hill Road

Cumberland, RI 02864

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

August 23, 2016

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(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. o

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).

CUSIP No. **865646 10 13**

NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Jason P. Macari

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

SOLE VOTING POWER

7

NUMBER OF 3,005,950

SHARES SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY

EACH SOLE DISPOSITIVE POWER

REPORTING **9**

PERSON 3,005,950

WITH SHARED DISPOSITIVE POWER

10

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

3,005,950

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

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

16.29%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

2

Item 1. Security and Issuer

This Amendment No. 2 amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") on March 16, 2007 (the "Schedule 13D") by Jason P. Macari, as amended by Amendment No. 1 thereto filed October 26, 2015, with respect to shares of common stock, par value \$0.0001 (the "Common Stock") of Summer Infant, Inc. (the "Company"), whose principal executive offices are located at 1275 Park East Drive, Woonsocket, Rhode Island 02895. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

The percentage of shares of Common Stock reported as being beneficially owned by the Reporting Person is based upon 18,447,294 shares outstanding as of August 1, 2016, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended July 2, 2016, filed with the Securities and Exchange Commission (the "Commission") on August 2, 2016.

Item 2. Identity and Background

Mr. Macari was formerly the Chief Executive Officer and a director of the Company. His address is 3100 Diamond Hill Road, Cumberland RI 02864. He has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years, and has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction resulting in any judgment, decree or final order enjoining them from engaging in future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws during the last five years. He is self-employed. He is a U.S. citizen.

Item 3. Source and Amount of Funds or Other Consideration

The shares of Common Stock were sold by the Reporting Person in market transactions.

Item 4. Purpose of Transaction

The Common Stock was purchased for investment purposes.

This Amendment is being filed as a result of a change in Mr. Macari's percentage ownership following his sale of 181,825 shares, reducing his percentage ownership.

Item 5. Interest in Securities of the Issuer

(a) Mr. Macari owns beneficially 3,005,950 shares, which is 16.29% of the outstanding shares of Summer Infant, Inc. Common Stock. The total includes 4,250 shares held by Mr. Macari's daughters.

(b) Mr. Macari has sole voting power and dispositive power respect to 3,005,950 shares.

(c) In August 2016, Mr. Macari sold 181,825 shares in market transactions.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The Reporting Person is not party to any contracts, arrangements, understandings or relationships with respect to any securities of the Company.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 12, 2016

Date

/s/ Jason P. Macari, by Gerard P. O'Connor as attorney-in-fact

Signature

Jason P. Macari

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)