

Summer Infant, Inc.
Form 3
March 28, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| R H CAPITAL ASSOCIATES NUMBER ONE LP | | | (Month/Day/Year) 03/06/2007 | Summer Infant, Inc. [SUMR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 139 WEST SADDLE RIVER ROAD | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SADDLE RIVER, NJ 07458 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares | 449,800 | D ⁽¹⁾ | ^ |
| Common Shares | 449,800 | I ⁽²⁾ | By: Robert Horwitz and RH Capital Associates LLC |

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

SEC 1473 (7-02)

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.

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants | 03/06/2007 | 04/20/2009 | Common Shares | 1,114,152 <u>(1)</u> | \$ 5 | D | Â |
| Warrants | 03/06/2007 | 04/20/2009 | Common Shares | 1,114,152 <u>(2)</u> | \$ 5 | I | By: Robert Horwitz and RH Capital Associates LLC |
| Warrants | 03/06/2007 | 04/20/2009 | Common Shares | 413,748 <u>(3)</u> | \$ 5 | I | By: Robert Horwitz and RH Capital Associates LLC |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| R H CAPITAL ASSOCIATES NUMBER ONE LP 139 WEST SADDLE RIVER ROAD SADDLE RIVER, NJ 07458 | Â | Â X | Â | Â |
| HORWITZ ROBERT Â | Â | Â X | Â | Â |
| RH CAPITAL ASSOCIATES LLC Â | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| RH Capital Associates Number One, L.P., RH Capital Associates LLC, By: Robert Horwitz, Managing Member | 03/28/2007 |
| **Signature of Reporting Person | Date |
| RH Capital Associates LLC, By: Robert Horwitz, Managing Member | 03/28/2007 |
| **Signature of Reporting Person | Date |
| By: Robert Horwitz | 03/28/2007 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are owned by RH Capital Associates Number One, L.P. (the "Partnership"), which is a Reporting Person.

These securities may be deemed to be beneficially owned by RH Capital Associates LLC, which sole general partner of the Partnership, and Robert Horwitz, the managing member of RH Capital Associates LLC. Each such Reporting Person disclaims beneficial ownership

(2) of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

These securities may be deemed to be beneficially owned by RH Capital Associates LLC, which serves as the investment manager to private investment vehicles, and Robert Horwitz, the managing member of RH Capital Associates LLC. Each such Reporting Person

(3) disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.