

Summer Infant, Inc.
Form 8-K
June 07, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

June 3, 2010

Date of Report (Date of earliest event reported)

SUMMER INFANT, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other
Jurisdiction of Incorporation)

001-33346
(Commission File Number)

20-1994619
(IRS Employer
Identification No.)

1275 PARK EAST DRIVE
WOONSOCKET, RHODE ISLAND 02895

(Address of Principal Executive Offices) (Zip Code)

(401) 671-6550

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(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As described in Item 5.07, on June 3, 2010, at the 2010 Annual Meeting of Stockholders of Summer Infant, Inc., the stockholders approved an amendment to the company's Amended and Restated Certificate of Incorporation to decrease the number of authorized shares of common stock from 100,000,000 to 49,000,000. A copy of the amendment to the Amended and Restated Certificate of Incorporation is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 3, 2010, the 2010 Annual Meeting of Stockholders of Summer Infant, Inc. was held. The following matters were submitted to the stockholders at the meeting and all were approved:

- the election of two class C directors, each to serve for a three-year term expiring in 2013;
- the amendment to the company's Amended and Restated Certificate of Incorporation to decrease the number of authorized shares of common stock from 100,000,000 to 49,000,000; and
- the ratification of the appointment of Caturano and Company, P.C. as the independent auditor of the company for the fiscal year ending December 31, 2010.

The number of votes cast for and against and the number of abstentions and non-votes with respect to each matter voted upon are set forth below.

Election of Class C Directors

| Nominee | For Votes | Withheld Votes | Broker Non-Votes |
|--------------|-----------|----------------|------------------|
| Dan Almagor | 8,055,476 | 219,740 | 4,244,851 |
| Jason Macari | 8,055,377 | 219,839 | 4,244,851 |

Approval of Amendment to Amended and Restated Certificate of Incorporation

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| For | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 12,477,267 | 24,714 | 18,086 | 0 |

Ratification of Appointment of Caturano and Company, P.C. as independent auditor

| For | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 12,479,129 | 20,468 | 20,470 | 0 |

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

**Exhibit
Number**

3.1

Certificate of Amendment to Amended and Restated Certificate of
Incorporation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUMMER INFANT, INC.

Date: June 4, 2010

By:

/s/ Joseph Driscoll
Joseph Driscoll
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 3.1 | Certificate of Amendment to Amended and Restated Certificate of Incorporation |