

Summer Infant, Inc.
Form 4
November 09, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
R H CAPITAL ASSOCIATES
NUMBER ONE LP

(Last) (First) (Middle)

139 WEST SADDLE RIVER ROAD

(Street)

SADDLE RIVER, NJ 07458

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Summer Infant, Inc. [SUMR]

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2007

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount |
|---------------------|------|------------|---|-----------|------------------|-----------------|---------------|-----------|
| | | | Code | V (A) (D) | | | | |
| Warrants | \$ 5 | 11/08/2007 | S | 1,114,152 | 03/06/2007 | 04/20/2009 | Common Shares | 1,114,152 |
| Warrants | \$ 5 | 11/08/2007 | S | 0 | 03/06/2007 | 04/20/2009 | Common Shares | 0 |
| Warrants | \$ 5 | 11/08/2007 | S | 413,748 | 03/06/2007 | 04/20/2009 | Common Shares | 413,748 |

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 | | X | | |
| HORWITZ ROBERT 139 WEST SADDLE RIVER ROAD SADDLE RIVER, NJ 07458 | | X | | |
| RH CAPITAL ASSOCIATES LLC 139 WEST SADDLE RIVER ROAD SADDLE RIVER, NJ 07458 | | X | | |

Signatures

| | |
|---|------------|
| By: /s/ Robert Horwitz | 11/09/2007 |
| _____ **Signature of Reporting Person | Date |
| By: RH Capital Associates LLC, /s/ Robert Horwitz, Managing Member | 11/09/2007 |
| _____ **Signature of Reporting Person | Date |
| By: RH Capital Number One, L.P., By: RH Capital Associates LLC, By: /s/ Robert Horwitz, Managing Member | 11/09/2007 |
| _____ **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) 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 is the sole general partner of the Partnership, and Robert Horwitz, the managing member of RH Capital Associates LLC. Each such Reporting Person 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.

(2) 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 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.

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