

Summer Infant, Inc.
Form PRER14A
April 23, 2013

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

SCHEDULE 14A

(RULE 14a-101)

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
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SUMMER INFANT, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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 - (3) Filing Party:
 - (4) Date Filed:

SUMMER INFANT, INC.

1275 Park East Drive

Woonsocket, Rhode Island 02895

**NOTICE OF
2013 ANNUAL MEETING OF STOCKHOLDERS**

Notice is hereby given that the 2013 Annual Meeting of Stockholders of Summer Infant, Inc. will be held at 9:00 a.m. on Wednesday, June 12, 2013, at our principal offices located at 1275 Park East Drive, Woonsocket, Rhode Island 02895, to consider and act upon the following matters:

1. To adopt an amendment to our Amended and Restated Certificate of Incorporation to declassify the company's Board of Directors and provide for the annual election of directors;
2. To elect three director nominees named in the attached proxy statement for a three-year term to hold office until the 2016 annual meeting of stockholders, and until their successors are duly elected and qualified;
3. To approve, on an advisory basis, the compensation of our named executive officers in 2012;
4. To approve, on an advisory basis, whether the preferred frequency of an advisory vote on the compensation of our named executive officers should be every year, every two years, or every three years;
5. To ratify the appointment of McGladrey LLP, an independent registered public accounting firm, as the independent auditor of our company for the fiscal year ending December 31, 2013; and
6. To transact such other business as may properly come before the meeting or any adjournments or postponements of thereof.

Only stockholders of record at the close of business on April 24, 2013 are entitled to notice of and to vote at the meeting.

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All stockholders are cordially invited to attend the meeting and vote in person. To assure your representation at the meeting, however, you are urged to vote by proxy as soon as possible by telephone or by mail by following the instructions on the proxy card. You may vote in person at the meeting even if you have previously returned a proxy.

By Order of the Board of Directors,

Jason P. Macari
Chief Executive Officer

Woonsocket, Rhode Island

April 30, 2013

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 12, 2013. The proxy materials relating to the 2013 Annual Meeting, including the proxy statement, our 2012 Annual Report on Form 10-K and proxy card, are available at no cost in the Investor Relations section of our website at www.summerinfant.com. You may also request copies of the proxy materials from our company as described in the enclosed proxy statement.

SUMMER INFANT, INC.

1275 Park East Drive

Woonsocket, RI 02895

PROXY STATEMENT

2013 ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement is furnished by the Board of Directors of Summer Infant, Inc., a Delaware corporation, in connection with the solicitation of proxies to be used at the Annual Meeting of Stockholders to be held on Wednesday, June 12, 2013, and at any adjournments or postponements of the meeting. Our Board of Directors has fixed April 24, 2013 as the record date for determining those stockholders entitled to receive notice of, and to vote at, the meeting. Only stockholders of record at the close of business on April 24, 2013 will be entitled to vote at the meeting. We intend to first mail or give to holders of our common stock this Proxy Statement and the accompanying proxy card to all stockholders entitled to vote on or about April 30, 2013.

Any proxy, if received in time for voting and not revoked, will be voted at the meeting in accordance with the stockholder's instructions on the proxy card. If no instructions are given on the proxy card, the proxy will be voted (1) **FOR** the amendment to our certificate of incorporation to declassify our Board of Directors, (2) **FOR** the election of the director nominees named in this proxy statement, (3) **FOR** the approval, on an advisory basis, of the compensation of our named executive officers, (4) **FOR** the one-year option with respect to the frequency of future advisory votes on named executive officer compensation, (5) **FOR** the proposal to ratify the appointment of McGladrey LLP, an independent public accounting firm, as the independent auditor of our company for the year ending December 31, 2012, and (6) as the persons specified in the proxy deem advisable on such other business as may properly come before the meeting. At present, management knows of no additional business to be presented at the meeting, but if other business is presented, the persons named in the proxy card and acting under the proxy card will vote or refrain from voting in accordance with their best judgment pursuant to the discretionary authority conferred by the proxy.

Record Date and Outstanding Shares

As of April 24, 2013, the record date for the meeting, there were 17,874,789 shares of common stock outstanding, all of which are entitled to vote at the meeting. Each full share of common stock entitles the holder of that share to one vote on all matters properly brought before the meeting. At present, our common stock is the only class of our capital stock that is issued and outstanding.

Quorum

The representation in person or by proxy of at least a majority of the shares of common stock entitled to vote at the meeting is necessary to establish a quorum for the transaction of business. Abstentions and broker non-votes, as described below, will be counted for purposes of determining whether a quorum is present for the transaction of business at the meeting.

Vote Required

The affirmative vote of the majority of our issued and outstanding shares is required for adoption of the amendment to our certificate of incorporation to declassify our Board of Directors (Proposal No. 1). With regard to this proposal, shares which are entitled to vote but abstain from voting will have the effect of a vote against the proposal. The affirmative vote of a plurality of the shares of our common stock represented in person or by proxy at the meeting is necessary for the election of directors (Proposal No. 2). With regard to this proposal, shares which are entitled to vote but abstain from voting on a matter will be excluded from the vote and will have no effect on its outcome.

For all other proposals described in this proxy statement, the affirmative vote of the majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote at the meeting is required for approval. With regard to these other proposals, shares which are entitled to vote at the meeting but abstain from voting on a matter will have the effect of a vote cast against such proposals. With respect to the proposal regarding the frequency of future advisory votes on named executive officer compensation (Proposal No. 4), if none of the three frequency options receives the required vote, we will consider the frequency option (one year, two years or

three years) receiving the highest number of votes to be the frequency that has been recommended by stockholders. However, as described in more detail in Proposal 4, because this proposal is advisory and non-binding, the Board of Directors may decide that it is in the best interest of our stockholders and our company to hold future advisory votes on named executive officer compensation more or less frequently.

Shares held in street name by a broker or nominee who indicates on a proxy that it does not have discretionary authority to vote those shares on a proposal are referred to as broker non-votes. As noted above, broker non-votes will be counted for purposes of determining whether a quorum is present for the transaction of business at the meeting. However, under current rules, brokers, banks or other nominees may not vote and have no discretionary authority to vote shares on election of directors, executive compensation matters and other governance matters, or non-routine matters, unless they receive specific voting instructions from their clients.

As a result, on the proposal to elect directors, broker non-votes will be entirely excluded from the vote and will have no effect on its outcome. With regard to all other non-routine proposals, broker non-votes will have the effect of a vote cast against such proposals.

If you are a beneficial holder and do not provide specific voting instructions to your broker, the organization that holds your shares will not be authorized to vote on the election of directors, amendment of our certificate of incorporation, named executive officer compensation or the frequency of future advisory votes on named executive officer compensation. Accordingly, for your vote to be counted, you now will need to communicate your voting decisions to your broker, bank, or other nominee before the date of the meeting. Accordingly, we encourage you to vote promptly, even if you plan to attend the meeting.

Revocability of Proxies

A proxy may be revoked at any time prior to its exercise:

- by submitting a written notice revoking that proxy, addressed to our Secretary at our principal office at 1275 Park East Drive, Woonsocket, Rhode Island 02895, or
- at the meeting prior to the taking of a vote.

Any stockholder entitled to vote at the meeting may attend the meeting and vote in person on any matter presented for a vote to our stockholders at the meeting, whether or not that stockholder has previously given a proxy.

Solicitation of Proxies

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Proxies in the form enclosed are solicited by our Board of Directors. Solicitation of proxies will be made initially by mail. Proxies may also be solicited personally, by telephone, e-mail or by facsimile transmission by our directors, officers and other employees. We may also engage a paid proxy solicitor to assist in the solicitation. Copies of solicitation materials will be furnished to brokerage houses, nominees, fiduciaries and custodians to forward to beneficial owners of our common stock held in their names. We will bear all costs and expenses incurred in connection with this solicitation, including the cost of printing and mailing these proxy materials and the expenses, charges and fees of brokers, custodians, nominees and other fiduciaries who, at the request of our management, mail material to, or otherwise communicate with, the beneficial owners of our common stock held of record by those brokers, custodians, nominees or other fiduciaries.

Annual Report and Other Matters

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which was made available to stockholders with or preceding this proxy statement, contains financial and other information about our company, but is not incorporated into this proxy statement and is not to be considered a part of these proxy soliciting materials or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Through our website, www.summerinfant.com, we make available free of charge all of our SEC filings, including our proxy statements, our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q, and our Current Reports on Form 8-K, as well as Form 3, Form 4, and Form 5 Reports of our directors, officers, and principal stockholders, together with amendments to these reports filed or furnished pursuant to Sections 13(a), 15(d), or 16 of the Exchange Act. We will also provide upon written request, without charge to each stockholder of record as of the record date, a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 as filed with the SEC. Any exhibits listed in the Form 10-K report also will be furnished upon request at the

actual expense we incur in furnishing such exhibits. Any such requests should be directed to our corporate secretary at our executive offices at 1275 Park East Drive, Woonsocket, Rhode Island 02895, telephone: (401) 671-6550.

Attending the 2013 Annual Meeting

Only stockholders and our invited guests are permitted to attend the 2013 Annual Meeting. To gain admittance, you must bring a form of personal identification to the meeting, where your name will be verified against our stockholder list. If a nominee holds your shares and you plan to attend the meeting, you should bring a brokerage statement showing your ownership of the shares as of the record date or a letter from the nominee confirming such ownership, and a form of personal identification. If you wish to vote your shares that are held by a nominee at the meeting, you must obtain a proxy from your nominee and bring such proxy to the meeting.

Householding of Meeting Materials

Some banks, brokers, and other nominee record holders may be participating in the practice of householding proxy statements and annual reports. This means that only one copy of these proxy materials may have been sent to multiple stockholders in each household. We will promptly deliver a separate copy of these proxy materials to any stockholder upon written or verbal request to us at our principal office at 1275 Park East Drive, Woonsocket, Rhode Island 02895, telephone: (401) 671-6550. Any stockholder who wants to receive separate copies of proxy materials in the future, or any stockholder who is receiving multiple copies and would like to receive only one copy per household, should contact that stockholder's bank, broker, or other nominee record holder, or that stockholder may contact us at the address and phone number set forth above.

Stockholder Proposals for 2014 Annual Meeting

In order to be included in the proxy statement and form of proxy for the 2014 annual meeting of stockholders pursuant to Exchange Act Rule 14a-8, stockholder proposals must be received by us at our corporate offices in Woonsocket, Rhode Island, no later than December 31, 2013. These proposals must also comply with the requirements as to form and substance established by the SEC if those proposals are to be included in the proxy statement and form of proxy.

Our amended and restated bylaws establish an advance notice procedure with regard to nominations for the election of directors and business proposals to be brought before an annual meeting of stockholders by any stockholder (other than matters included in our proxy materials in accordance with Rule 14a-8 under the Exchange Act). Such a proposal will be considered at the 2014 annual meeting of stockholders if we receive notice of such proposal at our corporate offices in Woonsocket, Rhode Island, not earlier than the close of business on the 90th day and not later than the close of business on the 60th day prior to the date of the 2014 annual meeting of stockholders.

PROPOSAL NO. 1

**PROPOSED AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO
ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS**

Our Board of Directors has adopted resolutions proposing to amend Article SIXTH of the company's Amended and Restated Certificate of Incorporation (the "certificate of incorporation") to declassify the Board of Directors over a three-year period commencing at the 2014 annual meeting of stockholders.

General Information on the Proposed Amendment

Pursuant to Article SIXTH of our certificate of incorporation, the Board of Directors is divided into three classes as nearly equal in number as possible, with each class of directors elected to serve three-year staggered terms of office. If the proposed amendment is adopted at the meeting, the classified (three-year, staggered term) board structure would be phased out, and the annual election of the entire Board of Directors for a one-year term would be phased in over a three-year period commencing at the 2014 annual meeting of stockholders and concluding at the 2016 annual meeting of stockholders. If the proposed amendment is adopted, from and after the 2014 annual meeting of stockholders, each member of the Board of Directors whose term expires would be elected to serve an annual (one-year) term.

If adopted, the proposed amendment would not affect the nominees for director who are elected at this meeting, and the term of office of such directors would expire at the 2016 annual meeting of stockholders (see Proposal No. 2 "Election of Directors in this proxy statement"). Therefore, directors who are elected at this meeting would be the final class of directors elected to serve for a three-year term. If adopted, the proposed amendment would not affect the term of any director currently serving in a class who was elected prior to this meeting, each of whom will complete his or her three-year term expiring at the 2014 annual meeting of stockholders or the 2015 annual meeting of stockholders, as applicable. If the proposed amendment is adopted, nominees elected at the 2014 annual meeting of stockholders would become the first group of directors elected to serve for an annual (one-year) term, and nominees elected at all annual meetings subsequent to the 2014 annual meeting of stockholders also would be elected to serve for an annual (one-year) term expiring at the immediately following annual meeting.

Considerations and Reasons for the Proposed Amendment

Our Board of Directors resolved to adopt and recommend the proposed amendment following a careful assessment of the risks and benefits of board declassification, which are described below. Our Board of Directors also reviewed the classified board structure in relation to the director election policies and practices that continue to evolve at so-called "S&P 500, Russell 3000 and Nasdaq-listed small cap" companies.

In developing the proposed amendment, our Board of Directors considered the growing sentiment, particularly in the institutional investor community, favoring the annual election of directors. An increasing number of large companies provide for the annual election of directors, and many stockholders perceive that annual elections improve director accountability. In addition, proxy advisory firms, such as Institutional Shareholder Services (or "ISS"), generally view declassification as a good corporate governance practice. Our Board of Directors concluded that it can continue to effectively oversee the management and protect the best interests of the company and its stockholders under an annual-term election system.

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Our Board of Directors also considered the benefits of maintaining a classified board structure, which enhances stability and continuity with respect to the development and implementation of our company's long-term operating strategy and the successful execution of management's business plan, and also helps to ensure that a majority of incumbent directors always have institutional knowledge and experience as directors of our company. Our Board of Directors believes that a classified board structure provides an important measure of protection against unsolicited (or hostile) takeover attempts and tactics focusing on short-term financial gains, which may not be in the best long-term interests of all of the company's stockholders. Our Board further believes that a classified board structure provides directors with the time necessary to fully evaluate the adequacy and fairness of any unsolicited takeover proposal; communicate with stockholders in a thoughtful, deliberate and fully informed manner regarding the merits and risks of an unsolicited takeover or change-in-control transaction and any strategic or financial alternatives that the Board of Directors believes are in the best interests of our company and stockholders;

deter certain manipulative and coercive takeover and change-in-control tactics; negotiate with enhanced bargaining power on behalf of all stockholders; and carefully weigh all strategic and financial alternatives to create value for all stockholders without the threat of the imminent removal of a majority or all of our company's directors by a single large stockholder or group of stockholders. When a board is not classified, the entire board can be replaced at a single annual meeting. Accordingly, if the proposed amendment is adopted, it would be easier for one or more stockholders holding a significant number of outstanding shares to seek to replace a majority of our company's directors, or the entire Board of Directors at once, whether or not in tandem with an acquisition proposal or offer for all of the company's shares and irrespective of the long- or short-term interests and objectives of such stockholder or stockholders.

Although our Board of Directors believes it is important to maintain appropriate defenses against potential inadequately priced, inopportune, timed, and coercive or manipulative takeover bids and tactics, it also believes it is vitally important to maintain stockholder confidence in the actions, decisions, policies and priorities of our Board of Directors by demonstrating that our company's directors listen carefully to the views, concerns and recommendations expressed by, and understand that they are accountable to, our stockholders. Accordingly, our Board of Directors has carefully considered the relative benefits and detriments of declassifying the Board of Directors and, for the reasons described above, our Board of Directors has approved resolutions setting forth the proposed amendment to Article SIXTH of the certificate of incorporation, has resolved to submit the proposed amendment to stockholders for their consideration and adoption at this meeting, and has recommended that stockholders vote to adopt the proposed amendment.

Text of the Proposed Amendment to the Certificate of Incorporation

The general description of the proposed amendment to the certificate of incorporation set forth above is qualified in its entirety by reference to the complete text of the amendment, which is attached as Appendix A to this proxy statement. Proposed language additions to the certificate of incorporation are indicated by double-underlining.

If the proposed amendment is adopted at the meeting, it will become effective upon the filing by the company with the Secretary of State of the State of Delaware of a certificate of amendment to the certificate of incorporation currently in effect.

Vote Required

The affirmative vote of a majority of the issued and outstanding shares of our common stock is necessary to adopt the proposed amendment to our certificate of incorporation. Unless otherwise instructed, proxy holders will vote the proxies received by them **FOR** this proposal. If you are a beneficial holder and do not provide specific voting instructions to your broker, the organization that holds your shares will not be authorized to vote on this proposal and will have the effect of a vote **AGAINST** this proposal. Accordingly, we encourage you to vote promptly, even if you plan to attend the meeting.

Recommendation

For all of the above reasons, our Board of Directors recommends that stockholders vote **FOR** the adoption of the proposed amendment to Article SIXTH of our certificate of incorporation, as described above and as set forth in Appendix A to this proxy statement.

PROPOSAL NO. 2**ELECTION OF DIRECTORS**

Our Board of Directors has currently set the number of directors at eight. Pursuant to our Amended and Restated Certificate of Incorporation, our current Board of Directors is divided into three classes having staggered terms, with one class being elected each year for a new, three-year term. The term of our current Class C directors, Dan Almagor, Carol E. Bramson and Jason P. Macari, expires at this meeting. The term of our current Class A directors expires at the 2014 annual meeting of stockholders and the term of our current Class B directors expires at the 2015 annual meeting of stockholders.

Our Board of Directors has nominated Ms. Bramson and Messrs. Almagor and Macari to be elected at this meeting to serve for a three-year term ending at the 2016 annual meeting of stockholders and until their successors are duly elected and qualified. Each of the nominees is currently a director of our company.

Each nominee has consented to be named in this proxy statement and to serve if elected. If, prior to the meeting, any nominee should become unavailable to serve, the shares of our common stock represented by a properly executed and returned proxy will be voted for such other person as shall be designated by our Board of Directors, unless the Board of Directors determines to reduce the number of directors in accordance with our Amended and Restated Bylaws.

The following table sets forth certain information with respect to our directors and nominees. Information regarding their ownership of shares of our common stock as of April 15, 2013 may be found at Security Ownership of Principal Stockholders, Directors and Officers.

Name	Age	Independent Status	Term Expires at Annual Meeting Held for the Year
Dan Almagor	59	Y	2013
Max Batzer	69	Y	2014
Carol E. Bramson	49	Y	2013
Marty Fogelman	69	Y	2015
Jason P. Macari	51	N	2013
Derial H. Sanders	70	Y	2014
Robert Stebenne	60	Y	2014
Richard Wenz	63	Y	2015

Below are biographies for each of the director nominees and continuing directors that contain certain information regarding the individual and the experiences, qualifications, attributes or skills that caused our Board of Directors to determine that such individual should serve as a director of our company.

Mr. Almagor, a director since November 2009 and Chairman of the Board since January 2013, is a consultant and private investor. From 1999 to 2005, Mr. Almagor was the Chairman and CEO of ACG International, a \$3 billion private equity fund and affiliate of Bank One, where he was involved in formulating deal terms for investments and in the sourcing of high quality investment opportunities. From 1996 to 1998, he was the Chairman and Chief Executive Officer for ID B.V. From 1993 to 1996, he was the President and Chief Executive Officer for Kushi Foods, a

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position he accepted after being Managing Partner and Director for American Consulting from 1989 to 1993. At American Consulting he was responsible for business strategy and served as advisor to Fortune 1000 boards. From 2004 through 2012, Mr. Almagor served on the Board of Directors of JAKKS Pacific, Inc., a publicly traded multi-line, multi-brand toy company. Mr. Almagor has also authored *Business Visions, A Practical Guide for Strategic Decisions and Shareholder Value Creation*. Mr. Almagor received a B.S. in mechanical and industrial engineering from SUNY. Mr. Almagor currently serves as Chairman of our Nominating/Governance Committee and as a member of our Audit Committee. In determining that Mr. Almagor

should be nominated for re-election and continue to serve on the Board of Directors, the Nominating/Governance Committee and our Board of Directors considered his experience in business strategy and understanding of capital markets and investments, his service on other boards of directors of public companies, and his service as newly-appointed Chairman of the Board.

Mr. Batzer, a director since 2012, has served as a Portfolio Manager at Wynnefield Capital, Inc. since 1999. Prior to joining Wynnefield, he was Chairman of the Board and CEO of Diagnostic Health Services since 1991. Mr. Batzer was a director at Cornell Companies and served on the Board's Governance and Nominating Committee from 2007 and as Chair of its Transaction Committee from its inception until the company was acquired by The Geo Group in 2010. From 1981 until 1988, he was director and executive committee member of Simmons Airlines, Inc., a publicly traded regional airline. From 1981 through 1991, Mr. Batzer was President of General Hide and Skin Corporation, a worldwide commodity trading organization. Mr. Batzer obtained an M.B.A. from the University of Arizona and a B.S. from the Wharton School at the University of Pennsylvania. Mr. Batzer currently serves as a member of our Nominating/Governance Committee. Mr. Batzer was appointed a director of our company because of his relationship to Wynnefield, a significant stockholder of our company, his business background and experience on other boards of directors.

Ms. Bramson, a director since 2012, is Managing Director of 212 Equity Management, LLC, a private investment firm that she founded in 2010. Since 2001, she has been President of TBG Capital, LLC, a private investment and advisory firm she founded in 2001. From 1992 to 2000, Ms. Bramson was a Partner at Banc One Equity Capital (formerly First Chicago Equity Capital). In addition to direct equity investments, Ms. Bramson has provided on-going industry, financial, and strategic advisory services to several leading organizations in the specialty chemicals and personal care ingredients arenas. Ms. Bramson holds a B.S. in Finance (with honors) from DePaul University and an MBA from The University of Chicago. She brings to our Board of Directors over 20 years of experience working with early stage and middle market companies in a variety of industries. Ms. Bramson currently serves as Chairman of our Compensation Committee and is a member of our Audit Committee. In determining that Ms. Bramson should be nominated for re-election and continue to serve on our Board of Directors, the Nominating/Governance Committee and our Board of Directors considered her in-depth understanding and experience in all phases of the company building process, her private equity experience and her knowledge of the capital markets and investments.

Mr. Fogelman, a director since March 2007, is an independent consultant and private investor in the juvenile products industry. He was instrumental in the conception and development of the Babies R Us retail chain and served as senior vice president of both Toys R Us and Babies R Us, where he was employed from 1983 to May 2003. From May 2003 until March 2007, Mr. Fogelman was President of Baby Trend, Inc., a manufacturer of infant products. He is currently an investor and board member of KAS, Inc., a private company that manufactures organic household and healthcare products for children, and Plum, Inc., a private company pioneering the manufacturing of organic baby food. Mr. Fogelman currently serves as a member of our Nominating/Governance Committee. Mr. Fogelman was chosen to serve on our Board of Directors because of his extensive experience in the industry, including his experience in creating strategic growth at Toys R Us and Babies R Us, and his knowledge of our company.

Mr. Macari has been our Chief Executive Officer and a director since March 2007, and was Chairman of the Board from 2008 until January 2013. Prior to March 2007, Mr. Macari was Chief Executive Officer and founder of the predecessor company to Summer Infant, Inc., which he founded in 2001. Prior to that time, Mr. Macari was vice president of product development and general manager of Safety 1st, Inc., a manufacturer of safety and juvenile products from August 1994 to June 2001. From May 1988 to August 1994, Mr. Macari managed the manufacturing engineering group of the Davol Division of CR Bard, a manufacturer of surgical products. As Chief Executive Officer, Mr. Macari brings to our Board of Directors intimate knowledge of our company he has acquired over the last decade, and his previous experience in the industry. He provides our Board of Directors with insight into the day-to-day operations of our company as well as a broad understanding of our business as a result of his prior experience.

Mr. Sanders, a director since November 2009, currently is President of Precept Marketing Group Inc., a company which he founded in 2001. Prior to June 2001, Mr. Sanders was a longtime employee of Graco Children's Products, Inc., where his last role was as President and COO. He was instrumental in the growth of the company, and helped Graco achieve this growth via strategic domestic sales initiatives, international

expansion, and the addition of several key new product categories. Mr. Sanders also saw the company through several acquisitions, the

last of which was by its current holder, Rubbermaid, in 1996, then Newell Rubbermaid in 1998. Mr. Sanders received a B.S. in marketing and commerce from Rider University. Mr. Sanders currently serves as a member of our Compensation Committee. Mr. Sanders was chosen to serve on our Board of Directors because of his extensive experience in the industry at Graco, including his management positions at that company and his achievements while serving at Graco, as well as status as an independent director.

Mr. Stebenne, a director since March 2007, currently owns and manages Bob Stebenne Associates, a firm he founded in 2002 that provides consulting services in the areas of brand development, product development, and strategic planning. From February 1999 to July 2002, Mr. Stebenne was the president of new business development for Hasbro Industries, a provider of children's and family leisure time products and services. From 1991 to February 1999, he was president of Hasbro's FOB/LC division, where he created a U.S. marketing, sales, product development, finance and logistics group. From 1982 to 1991, he was president of Hasbro's Playskool Baby division. Our Board of Directors has determined that Mr. Stebenne meets the applicable independence requirements of SEC and Nasdaq Stock Market rules. Mr. Stebenne currently serves as a member of our Nominating/Governance Committee, and served as our Lead Director until January 2013. Mr. Stebenne was chosen to serve on our Board of Directors because of his extensive experience in the industry, including his experience at Hasbro, his experience serving as a director of our company, and his status as an independent director.

Mr. Wenz, a director since March 2007, is a consultant and private investor. During 2002 and 2003, Mr. Wenz served as Chief Executive Officer of Jenny Craig International. From 2000 to 2003, Mr. Wenz was an operating partner/affiliate of DB Capital Partners, LLC, the private equity arm of Deutsche Bank A.G., and served on the boards of directors of a number of portfolio companies, including NewRoads, Inc., Nations Rent and Jenny Craig International. From 1997 to 2000, Mr. Wenz was President and Chief Operating Officer of Safety 1st, Inc., a manufacturer of safety and juvenile products. During 1995 and 1996, Mr. Wenz was the partner in charge of the Chicago office of The Lucas Group, a business strategy consulting firm. Prior to 1995, Mr. Wenz held senior executive positions including Executive Vice President of Wilson Sporting Goods Co., Chief Financial Officer of Electrolux Corporation and The Regina Company, and President of the Professional Golf Corporation. Mr. Wenz began his career in 1971 with Arthur Young & Company (predecessor of Ernst & Young) and left the firm as a partner in 1983. Mr. Wenz is a certified public accountant. Since July 2006, Mr. Wenz has served on the board of directors of Easton-Bell Sports, Inc., a publicly traded company that designs, develops and markets branded sports equipment, and is currently the chairman of its audit committee. Since June 2010, Mr. Wenz has served as a director of Armstrong World Industries, a publicly traded international manufacturer of flooring and ceiling products. He also serves as a director of Pet Supplies Plus, a pet retail chain, and is chairman of its audit and compensation committees. Mr. Wenz previously served as a director of Coach America, Inc., Radica Games (HK), Inc., Hunter Fan Company, Strategic Partners, Inc. and The First Years. Mr. Wenz currently serves as Chairman of our Audit Committee and is a member of our Compensation Committee. Mr. Wenz was chosen as a director of our company based on his substantial leadership and financial experience, his experience as a certified public accountant, as well as previous experience in the juvenile products industry at The First Years and Safety 1st, and service on other public company boards of directors.

Vote Required

The affirmative vote of a plurality of the shares of our common stock represented in person or by proxy at the meeting is necessary for the election of the individuals named above. Unless otherwise instructed, proxy holders will vote the proxies received by them for the nominees named above. If you are a beneficial holder and do not provide specific voting instructions to your broker, the organization that holds your shares will not be authorized to vote on the election of directors. Accordingly, we encourage you to vote promptly, even if you plan to attend the meeting.

Recommendation

Our Board of Directors recommends that stockholders vote **FOR** the election of each nominee.

CORPORATE GOVERNANCE

Board Leadership Structure and Board's Role in Risk Oversight

Board Leadership Structure

In January 2013, the Board of Directors revised its Corporate Governance Guidelines to provide that, as a general policy, the positions of Chairman of the Board and Chief Executive Officer should be held by separate persons as an aid in the Board of Directors' oversight of management. On at least an annual basis, the Board of Directors will select a non-executive Chairman of the Board of Directors from among the members of the Board of Directors who are determined by the Board of Directors to be independent in accordance with the Corporate Governance Guidelines. The Board of Directors may, however, determine at any time that, in light of new or special circumstances, it is in the best interests of our company for the roles of the Chairman of the Board and Chief Executive Officer to be combined. Our Board of Directors has determined that the separation of the offices of Chairman of the Board and Chief Executive Officer will enhance board independence and oversight, and will allow the Chief Executive Officer to better focus on his responsibilities of running the company, enhancing stockholder value and expanding and strengthening our business while allowing the Chairman of the Board to lead the Board of Directors in its fundamental role of providing advice to and independent oversight of management. Consistent with this determination, Mr. Almagor serves as Chairman of the Board of Directors. Mr. Almagor is independent under the listing requirements of the Nasdaq Stock Market

Board's Role in Oversight of Risk

Our Board of Directors is responsible for overseeing our company's risk management. The Board of Directors regularly reviews information regarding our company's credit, liquidity and operations, as well as the risks associated with each. The Audit Committee discusses with our independent auditor the major financial risk exposures and the steps management has taken to monitor and mitigate such exposures.

Board of Directors Meetings, Committees of the Board and Director Independence

Attendance of Directors

In 2012, our Board of Directors met nine times. All directors attended more than 75% of the meetings. All directors attended in excess of 75% of the meetings of the committees of our Board of Directors on which they served. Our directors are encouraged, but not required, to attend annual meetings. All of our directors attended our 2012 annual meeting of stockholders, and all of our directors are expected to attend this meeting.

Committees of the Boards of Directors

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Our Board of Directors has designated the following standing committees: an Audit Committee, a Compensation Committee and a Nominating/Governance Committee. The composition and objectives of each of the standing committees are described below. From time to time as needed, our Board of Directors may designate ad hoc or special committees to address specifically delegated matters. In 2012, the Board of Directors formed a Strategic Planning Committee.

Audit Committee

The Audit Committee held five meetings in 2012. As described in the committee's charter, a copy of which is available on our website at www.summerinfant.com, the primary function of the committee is to appoint, ret