

GLOBAL POWER EQUIPMENT GROUP INC.

Form 4/A

February 02, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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 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 *
WYNNEFIELD PARTNERS
SMALL CAP VALUE LP I

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE
 509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
GLOBAL POWER EQUIPMENT
GROUP INC. [GLPW]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/27/2016

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 01/29/2016

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/27/2016		P	6,690 A	\$ 2.6	1,459,984	D ⁽¹⁾
Common Stock, par value \$0.01 per share	01/27/2016		P	6,918 A	\$ 2.6	1,476,342	I See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock, par value \$0.01	01/28/2016		P	74,545 A	\$ 2.5 <u>(5)</u>	1,534,529	D ⁽¹⁾

per share

Common

Stock, par
value \$0.01 01/28/2016
per share

P 76,847 A 2.5 1,553,189 I
(5)

See
footnotes
(2) (3) (4)

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

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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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
		X		

WYNNEFIELD CAPITAL MANAGEMENT LLC
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

WYNNEFIELD CAPITAL INC
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

Wynnefield Capital, Inc. Profit Sharing Plan
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

OBUS NELSON
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

LANDES JOSHUA
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

X

X

X

X

Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, /s/ Nelson Obus, Managing Member

02/02/2016

__Signature of Reporting Person

Date

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, /s/ Nelson Obus, Managing Member

02/02/2016

__Signature of Reporting Person

Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President

02/02/2016

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member

02/02/2016

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President

02/02/2016

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL INC. PROFIT SHARING PLAN, /s/ Nelson Obus, General Partner

02/02/2016

__Signature of Reporting Person

Date

/s/ Nelson Obus, individually

02/02/2016

__Signature of Reporting Person

Date

/s/ Joshua Landes, individually

02/02/2016

__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) The Reporting Person directly beneficially owns 1,534,529 shares of common stock, \$0.01 par value per share ("Common Stock") of Global Power Equipment Group Inc. (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.

(2) The Reporting Person has an indirect beneficial ownership interest in 938,838 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. directly beneficially owns.

(3) The Reporting Person has an indirect beneficial ownership interest in 514,346 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

(4) The Reporting Person has an indirect beneficial ownership interest in 100,005 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13 (d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Nelson Obus, as the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

(5) The Form 4 filed on January 29, 2016 by the Reporting Person is hereby amended and restated in its entirety to correctly reflect a purchase price of \$2.50 per share of Common Stock purchased by the Reporting Person on January 28, 2016.

Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement.

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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