

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

February 28, 2020

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	SUMR	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 28, 2020, the Compensation Committee of the Board of Directors of the Company approved, and the Company entered into, an amendment (the “Amendment”) to the engagement letter between the Company and Winter Harbor, LLC, providing for interim CEO services, originally dated December 9, 2019. The Amendment modified the original engagement letter to (i) provide for compensation at a weekly rate of \$40,000, effective beginning the week of February 24 through the termination of the engagement letter and (ii) include a bonus (within a range of \$50,000 to \$550,000), payable to Winter Harbor, if the Company engages in a transaction that constitutes a “change in control” (as defined in the Company’s existing Change in Control Plan) and the Company’s stockholders receive a specified amount of per share consideration, the amount of such bonus to vary depending on such per share consideration. As previously disclosed, our Interim CEO, Stuart Noyes, will not receive any compensation directly from the Company.

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: March 3, 2020

By: /s/ Paul Francese
Paul Francese
Chief Financial Officer
