CROWN CRAFTS INC
Form SC 13D/A
January 09, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 20)

Under the Securities Exchange Act of 1934

Crown Crafts, Inc.

(Name of Issuer)

Common Stock, $0.01 par value per share

(Title of Class of Securities)

228309100

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P.

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

1350 Avenue of the Americas, 26th Floor

New York, New York 10019

(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 2, 2013

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o .

	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
1	Wynnefield Partners Small Cap Value, L.P. 13-3688497
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	(a) o (b) x
	SEC USE ONLY
3	
	SOURCE OF FUNDS (See Instructions)
4	WC
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
5	PURSUANT TO ITEMS 2(d) or 2(E)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		401,753 (See Item 5)
BENEFICIALLY		

OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER
	8	0
		SOLE DISPOSITIVE POWER
	9	401,753 (See Item 5)
		SHARED DISPOSITIVE POWER
	10	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	401,753 (See Item 5)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	4.1%
14	TYPE OF REPORTING PERSON (See Instructions)	PN

	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
1	Wynnefield Partners Small Cap Value, L.P. I 13-3953291
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	(a) o (b) x
	SEC USE ONLY
3	
	SOURCE OF FUNDS (See Instructions)
4	WC
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
5	PURSUANT TO ITEMS 2(d) or 2(E)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		681,523 (See Item 5)
BENEFICIALLY		

OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER
	8	0
		SOLE DISPOSITIVE POWER
	9	681,523 (See Item 5)
		SHARED DISPOSITIVE POWER
	10	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	681,523 (See Item 5)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	7.0%
14	TYPE OF REPORTING PERSON (See Instructions)	PN

	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
1	Wynnefield Small Cap Value Offshore Fund, Ltd. (No IRS Identification No.)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) x
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands

NUMBER OF	7	SOLE VOTING POWER
SHARES		0 (See Item 5)
BENEFICIALLY		

OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER
	8	0
		SOLE DISPOSITIVE POWER
	9	0 (See Item 5)
		SHARED DISPOSITIVE POWER
	10	0
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (See Item 5)
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
14		TYPE OF REPORTING PERSON (See Instructions) CO

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)	Wynnefield Capital Management, LLC 13-4018186
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) o (b) x
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	New York

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,083,276 (See Item 5)
BENEFICIALLY		

OWNED BY EACH REPORTING PERSON WITH		
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 1,083,276 (See Item 5)
	10	SHARED DISPOSITIVE POWER 0
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,083,276 (See Item 5)
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.1%
14		TYPE OF REPORTING PERSON (See Instructions) OO (Limited Liability Company)

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)	Wynnefield Capital, Inc. 13-3688495
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) o (b) x
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0 (See Item 5)
BENEFICIALLY		

OWNED BY EACH REPORTING PERSON WITH		
		SHARED VOTING POWER
	8	0
		SOLE DISPOSITIVE POWER
	9	0 (See Item 5)
		SHARED DISPOSITIVE POWER
	10	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0 (See Item 5)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0%
14	TYPE OF REPORTING PERSON (See Instructions)	CO

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) Wynnefield Capital, Inc. Profit Sharing & Money Purchase Plan	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY	7	SOLE VOTING POWER 2,000 (See Item 5)

EACH REPORTING PERSON WITH		
		SHARED VOTING POWER
	8	0
		SOLE DISPOSITIVE POWER
	9	2,000 (See Item 5)
		SHARED DISPOSITIVE POWER
	10	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,000 (See Item 5)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.02%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	CO	

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) Nelson Obus	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY	7	SOLE VOTING POWER 2,000 (See Item 5)

EACH REPORTING PERSON WITH		
		SHARED VOTING POWER
	8	1,083,276
		SOLE DISPOSITIVE POWER
	9	2,000 (See Item 5)
		SHARED DISPOSITIVE POWER
	10	1,083,276
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,085,276 (See Item 5)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	11.1%
14	TYPE OF REPORTING PERSON (See Instructions)	IN

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) Joshua Landes	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY	7	SOLE VOTING POWER 0

EACH REPORTING PERSON WITH		SHARED VOTING POWER 1,083,276 (See Item 5)
	8	
		SOLE DISPOSITIVE POWER
	9	0
		SHARED DISPOSITIVE POWER 1,083,276 (See Item 5)
	10	
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		1,083,276 (See Item 5)
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12		CERTAIN SHARES (See Instructions)
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		11.1%
		TYPE OF REPORTING PERSON (See Instructions)
14		IN

This Amendment No. 18 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission on May 17, 2002, as further amended by Amendment No. 1 filed on January 28, 2003, as further amended by Amendment No. 2 filed on February 20, 2003, as further amended by Amendment No. 3 filed on May 12, 2003, as further amended by Amendment No. 4 filed on June 28, 2007, as further amended by Amendment No. 5 filed on July 31, 2007, as further amended by Amendment No. 6 filed on October 11, 2007, as further amended by Amendment No. 7 filed on December 4, 2007, as further amended by Amendment No. 8 filed on June 30, 2008, as further amended by Amendment No. 9 filed on July 7, 2008, as further amended by Amendment No. 10 filed on August 18, 2009, as further amended by Amendment No. 11 filed on May 3, 2010, as further amended by Amendment No. 12 filed on June 28, 2010, as further amended by Amendment No. 13 filed on January 10, 2011, as further amended by Amendment No. 14 filed on May 26, 2011, as further amended by Amendment No. 15 filed on June 1, 2011, as further amended by Amendment No. 16 filed on July 18, 2011, as further amended by Amendment No. 17 filed on August 16, 2011, as further amended by Amendment No. 18 filed on December 10, 2012, and as further amended by Amendment No. 19 filed on December 21, 2012 (collectively, the "Schedule 13D") by the Wynnefield Reporting Persons (as defined in the Schedule 13D) with respect to shares of common stock, par value $0.01 (the "Common Stock") of Crown Crafts, Inc. (the "Issuer"), whose principal executive offices are located at 916 South Burnside Avenue, Gonzales, Louisiana 70737. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately $2,034,295 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a), (b) and (c) As of January 9, 2013, the Wynnefield Reporting Persons beneficially owned in the aggregate 1,085,276 Common Stock, constituting approximately 11.1% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 9,804,248 shares of Common Stock outstanding as of October 31, 2012, as set forth in the Issuer's most recent report on Form 10-Q for the quarter ended September 30, 2012, filed with the Securities and Exchange Commission on November 13, 2012).

Name	Number of Common Stock	Percentage of Outstanding Common Stock
Partners	401,753	4.1%
Partners I	681,523	7.0%
Fund	0	0.0%
Plan	2,000	.02%

WCM is the sole general partner of Partners and Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Partners and Partners I beneficially own. WCM, as the sole general partner of Partners and Partners I, has the sole power to direct the voting and disposition of the Common Stock that Partners and Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

WCI is the sole investment manager of the Fund and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that the Fund beneficially owns. WCI, as the sole investment manager of the Fund, has the sole power to direct the voting and disposition of the Common Stock that the Fund beneficially owns. Messrs. Obus and Landes are the executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Messrs. Obus and Landes, as executive officers of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

The Plan is an employee profit sharing plan. Mr. Obus is the portfolio manager of the Plan and has the sole authority to direct the voting and the disposition of the shares of Common Stock that the Plan beneficially owns. Accordingly, Mr. Obus may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Plan may be deemed to beneficially own.

Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 1,085,276 Common Stock, constituting approximately 11.1% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 9,804,248 shares of Common Stock outstanding as of October 31, 2012, as set forth in the Issuer's most recent report on Form 10-Q for the quarter ended September 30, 2012, filed with the Securities and Exchange Commission on November 13, 2012).

The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

The Wynnefield Reporting Persons have sold shares of Common Stock in open market transactions with brokers during the last 60 days, as follows:

Name	Date	Number of Shares	Price Per Share
Partners	November 16, 2012	11,234	$5.96
Partners I	November 16, 2012	16,554	$5.96
Fund	November 16, 2012	9,412	$5.96
Partners	November 19, 2012	604	$5.91
Partners I	November 19, 2012	892	$5.91
Fund	November 19, 2012	504	$5.91
Partners	November 27, 2012	4,530	$5.90
Partners I	November 27, 2012	6,690	$5.90
Fund	November 27, 2012	3,780	$5.90
Partners	November 28, 2012	6,674	$5.89
Partners I	November 28, 2012	9,879	$5.89

Fund	November 28, 2012	5,547	$5.89
Partners	November 29, 2012	120	$5.90
Partners I	November 29, 2012	179	$5.90
Fund	November 29, 2012	101	$5.90
Partners	December 3, 2012	3,926	$5.90
Partners I	December 3, 2012	5,798	$5.90
Fund	December 3, 2012	3,276	$5.90
Partners	December 4, 2012	4,711	$5.90
Partners I	December 4, 2012	6,958	$5.90
Fund	December 4, 2012	3,931	$5.90
Partners	December 5, 2012	4,228	$5.90
Partners I	December 5, 2012	6,244	$5.90
Fund	December 5, 2012	3,528	$5.90
Partners	December 6, 2012	3,020	$5.91
Partners I	December 6, 2012	4,460	$5.91
Fund	December 6, 2012	2,520	$5.91
Partners	December 7, 2012	4,832	$5.90
Partners I	December 7, 2012	7,136	$5.90
Fund	December 7, 2012	4,032	$5.90
Partners	December 10, 2012	6,674	$5.90
Partners I	December 10, 2012	9,857	$5.90
Fund	December 10, 2012	5,569	$5.90
Partners	December 11, 2012	2,265	$5.91
Partners I	December 11, 2012	3,345	$5.91
Fund	December 11, 2012	1,890	$5.91
Partners	December 12, 2012	1,117	$5.61
Partners I	December 12, 2012	1,650	$5.61
Fund	December 12, 2012	933	$5.61
Partners	December 14, 2012	679	$5.30
Partners I	December 14, 2012	1,002	$5.30
Fund	December 14, 2012	566	$5.30
Partners	December 18, 2012	906	$5.10
Partners I	December 18, 2012	1,338	$5.10
Fund	December 18, 2012	756	$5.10
Partners	December 19, 2012	68	$5.10
Partners I	December 19, 2012	101	$5.10
Fund	December 19, 2012	56	$5.10
Partners	December 20, 2012	14,315	$5.10
Partners I	December 20, 2012	21,188	$5.10
Fund	December 20, 2012	11,897	$5.10
Partners	December 21, 2012	3,533	$5.03
Partners I	December 21, 2012	5,230	$5.03
Fund	December 21, 2012	2,937	$5.03
Partners	December 27, 2012	23,563	$4.98
Partners I	December 27, 2012	34,762	$4.98
Partners	December 28, 2012	3,515	$5.00
Partners I	December 28, 2012	5,185	$5.00
Partners	December 31, 2012	4,444	$4.97
Partners I	December 31, 2012	6,556	$4.97
Partners	January 2, 2013	13,783	$5.08
Partners I	January 2, 2013	20,417	$5.08

Partners	January 2, 2013	7,657	$5.04
Partners I	January 2, 2013	11,343	$5.04
Partners	January 3, 2013	1,167	$5.00
Partners I	January 3, 2013	1,833	$5.00
Partners	January 4, 2013	14,354	$4.95
Partners I	January 4, 2013	22,546	$4.95
Partners	January 4, 2013	7,780	$5.00
Partners I	January 4, 2013	12,220	$5.00
Partners	January 7, 2013	15,171	$5.02
Partners I	January 7, 2013	23,829	$5.02
Partners	January 8, 2013	5,835	$5.01
Partners I	January 8, 2013	9,165	$5.01

On December 26, 2012, the Fund transferred 291,688 shares of Common Stock (representing all of the shares of Common Stock beneficially owned by it) to Partners I as part of a rebalancing of the portfolio of the Wynnefield Reporting Persons.

(d). Not Applicable

(e). On December 26, 2012, each of the Fund and WCI ceased to be the beneficial owner of more than five percent of the shares of Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D is true, complete and correct.

Date: January 9, 2013

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL,
INC.

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL,
INC. PROFIT SHARING

& MONEY PURCHASE PLAN

By: /s/ Nelson Obus
Nelson Obus, Portfolio Manager

/s/ Nelson Obus
Nelson Obus, Individually

/s/ Joshua H. Landes
Joshua H. Landes, Individually