

Summer Infant, Inc.
Form 8-A12B
March 06, 2007

As filed with the Securities and Exchange Commission on March 6, 2007.

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

Summer Infant, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or Organization)

20-1994619
(I.R.S. Employer Identification No.)

582 Great Road

North Smithfield, Rhode Island
(Address of Principal Executive Offices)

02896
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ..

Securities Act registration statement file number to which this form relates: 333-122988

(If applicable)

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

Title of Each Class	Name of Each Exchange on Which
to be Registered Units Common Stock, \$.0001 par value Common Stock Purchase Warrants	Each Class is to be Registered The NASDAQ Stock Market LLC. The NASDAQ Stock Market LLC. The NASDAQ Stock Market LLC.
Securities to be registered pursuant to Section 12(g) of the Act:	

(Title of Class)

(Title of Class)

(Title of Class)

This form is being filed to change the registration of KBL Healthcare Acquisition Corp. II's securities from Section 12(g) of the Securities Exchange Act of 1934 to Section 12(b) of the Securities Exchange Act of 1934.

Item 1. Description of Registrant's Securities to be Registered.

The information required by this item is contained under the heading "Description of Securities" in the registration statement to which this Form 8-A relates (File No. 333-122988). This information is incorporated herein by reference.

Item 2. Index to Exhibits.

- *3.1 Amended and Restated Certificate of Incorporation
- *3.2 By-Laws
- *4.1 Specimen Unit Certificate
- *4.2 Specimen Common Stock Certificate
- *4.3 Specimen Warrant Certificate
- **4.4 Form of Unit Purchase Option to be granted to Representative
- **4.5 Form of Warrant Agreement between Continental Stock Transfer and Trust Company and the Registrant
- ***4.6 Warrant Clarification Agreement between Continental Stock Transfer and Trust Company and the Registrant
- ***4.7 Amendment to Unit Purchase Options between the Registrant and the holders thereof.

* Filed herewith

** Incorporated by reference from the Registrant's Registration Statement on Form S-1, as amended, which was initially filed with the Securities and Exchange Commission on February 25, 2005.

*** Incorporated by reference from the Registrant's Current Report on Form 8-K filed with the SEC on October 26, 2006.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

KBL HEALTHCARE ACQUISITION CORP. II

Date: March 6, 2007

By: /s/ Dr. Marlene Krauss
Dr. Marlene Krauss

Chairman of the Board