

Aftersoft Group  
 Form 4  
 December 08, 2008

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to 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**

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE  
 509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Aftersoft Group [ASFG]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/04/2008

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	12/04/2008		P		150,000	A	\$ 0.09
					9,824,078		<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
						D	<u>(1)</u> <u>(2)</u>
Common Stock, par value \$.01 per share	12/04/2008		P		210,000	A	\$ 0.09
					9,824,078		<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
						I	See footnote <u>(3)</u> <u>(4)</u>
Common Stock, par value \$.01 per share	12/04/2008		P		140,000	A	\$ 0.09
					9,824,078		<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
						I	See footnote <u>(5)</u> <u>(6)</u>

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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 Owned Following Transaction (Instr. 5)
				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 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE, SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE, SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL INC 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
CHANNEL PARTNERSHIP II L P 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		

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

## Signatures

Wynnefield Partners Small Cap Value, L.P. By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	12/05/2008
__Signature of Reporting Person	Date
Wynnefield Partners Small Cap Value, L.P. I By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	12/05/2008
__Signature of Reporting Person	Date
Wynnefield Small Cap Value Offshore Fund, Ltd. By: Wynnefield Capital, Inc. /s/ Nelson Obus, President	12/05/2008
__Signature of Reporting Person	Date
Wynnefield Capital Management, LLC, /s/ Nelson Obus, Managing Member	12/05/2008
__Signature of Reporting Person	Date
Wynnefield Capital, Inc., /s/ Nelson Obus, President	12/05/2008
__Signature of Reporting Person	Date
Channel Partnership II, L.P., /s/ Nelson Obus, General Partner	12/05/2008
__Signature of Reporting Person	Date
/s/ Nelson Obus, Individually	12/05/2008
__Signature of Reporting Person	Date
/s/ Joshua Landes, Individually	12/05/2008
__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).
- On the date hereof, Wynnefield Partners Small Cap Value, L.P., (the "Reporting Person") directly beneficially owns 2,204,862 shares of common stock, par value \$.0001 per share ("Common Stock") of Aftersoft Group, Inc. (ASFG) and warrants to purchase 833,334 shares of Common Stock. Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial
- (1) ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Wynnefield Capital Management, LLC, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. 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) (continued from footnote 1) Mr. Obus and Mr. Landes, who maintain offices at the same address as the Reporting Person, are filing this Form jointly with the Reporting Person (see remarks below).  
  
On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 2,732,585 shares of Common Stock and warrants to purchase 833,334 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as
  - (3) 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. I, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.
  - (4)

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(continued from footnote 3) Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns. Mr. Obus and Mr. 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. I directly beneficially owns.

On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 4,261,631 shares of Common Stock and warrants to purchase 833,334 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

- (5) maintains offices at the same address as the Reporting Person, is filing this Form 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. Wynnefield Capital, Inc., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.

(continued from footnote 5) Mr. Obus and Mr. Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect

- (6) beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 625,000 shares of Common Stock and warrants to purchase 625,000 shares of Common Stock, which are directly beneficially owned by Channel Partnership II, L.P., as members of a

- (7) group under Section 13(d) of the Exchange Act. Channel Partnership II, L.P., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus, as the sole general partner of Channel Partnership II, L.P., has an indirect beneficial ownership interest in the shares of Common Stock that Channel Partnership II, L.P. directly beneficially owns.

### Remarks:

Mr. Obus and Mr. Landes disclaim beneficial ownership of the securities described in this statement, except to the extent of their individual pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that Mr. Obus and Mr. Landes are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified 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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