

OBUS NELSON
Form 4
December 23, 2011

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
MAM SOFTWARE GROUP, INC.
[MAMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 SEVENTH AVENUE, SUITE
509

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2011

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
NEW YORK, NY 10123

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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					904,066	D	(1)
Common Stock	12/23/2011		S		142,000	D	\$ 1.65 2,627,087
Common Stock	12/23/2011		S		33,466	D	\$ 1.68 2,593,621

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

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(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 (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 STE 509 NEW YORK, NY 10123		X		
CHANNEL PARTNERSHIP II L P 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
				X

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

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	12/23/2011
__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	12/23/2011
__Signature of Reporting Person	Date
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President	12/23/2011
__Signature of Reporting Person	Date
CHANNEL PARTNERSHIP II, L.P., /s/ Nelson Obus, General Partner	12/23/2011
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, Authorized Signatory	12/23/2011
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member	12/23/2011
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President	12/23/2011
__Signature of Reporting Person	Date
/s/ Nelson Obus, Individually	12/23/2011
__Signature of Reporting Person	Date
/s/ Joshua Landes, Individually	12/23/2011
__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) On the date hereof, Wynnefield Partners Small Cap Value L.P. (Partners) directly beneficially owns 904,066 shares of common stock of MAM Software Group, Inc. (MAMS). WCM, as the sole general partner of Partners, has an indirect beneficial ownership interest in the shares of common stock that Partners directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of WCM, have an indirect beneficial ownership interest in the shares of common stock that Partners directly beneficially owns.

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- (2) On the date hereof, Partners has an indirect beneficial ownership interest in 1,224,677 shares of common stock, which are directly beneficially owned by Partners I. WCM, as the sole general partner of Partners I, has indirect beneficial ownership interest in the shares of common stock that Partners I directly beneficially owns. Mr. Obus and Mr. Landes, as co-managing members of WCM, have an indirect beneficial ownership interest in the shares of common stock that Partners I directly beneficially owns.
- (3) On the date hereof, Partners has an indirect beneficial ownership interest in 1,364,470 shares of common stock which are directly beneficially owned by Offshore. WCI, as the sole investment manager of Offshore, has an indirect beneficial ownership interest in the shares of common stock that Offshore directly beneficially owns. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of common stock that Offshore directly beneficially owns.
- (4) On the date hereof, Partners has an indirect beneficial ownership interest in 0 shares of common stock which are directly beneficially owned by Channel. Mr. Obus, as the sole general partner of Channel, has an indirect beneficial ownership interest in the shares of common stock that Channel directly beneficially owns.
- (5) On the date hereof, Partners has an indirect beneficial ownership interest in 4,474 shares of common stock, which are directly beneficially owned by the Plan. Mr. Obus has the power to vote and dispose of the Plan's investments in securities and has an indirect beneficial ownership interest in the shares of common stock that the Plan directly beneficially owns.

Remarks:

This form 4 is being filed jointly by Wynnefield Partners Small Cap Value, L.P. ("Partners"), Wynnefield Partners Small Cap

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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