

OBUS NELSON
Form 4/A
May 22, 2018

FORM 4

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

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

OMB APPROVAL

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(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
MAM SOFTWARE GROUP, INC.
[MAMS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/22/2018

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(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock, par value \$0.0001 per share	05/18/2018		S	74,024	D \$ 8 931,270	D <u>(1)</u>	
Common Stock, par value \$0.0001 per share	05/18/2018		S	125,976	D \$ 8 2,148,286	I	See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 AVENUE SUITE 509 NEW YORK, NY 10123	X
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	X
WYNNEFIELD CAPITAL INC 450 SEVENTH AVENUE SUITE 509	X

NEW YORK, NY 10123

Wynnefield Capital, Inc. Profit Sharing Plan

450 SEVENTH AVENUE

SUITE 509

X

NEW YORK, NY 10123

OBUS NELSON

450 SEVENTH AVENUE

SUITE 509

X

NEW YORK, NY 10123

LANDES JOSHUA

450 SEVENTH AVENUE

SUITE 509

X

NEW YORK, NY 10123

Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital
Management, LLC, General Partner, /s/ Nelson Obus, Managing Member

05/22/2018

__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

05/22/2018

__Signature of Reporting Person

Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital,
Inc., /s/ Nelson Obus, President

05/22/2018

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member

05/22/2018

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President

05/22/2018

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL INC. PROFIT SHARING PLAN By: /s/ Nelson Obus, General
Partner

05/22/2018

__Signature of Reporting Person

Date

/s/ Nelson Obus, Individually

05/22/2018

__Signature of Reporting Person

Date

/s/ Joshua Landes, Individually

05/22/2018

__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) The Reporting Person directly beneficially owns 931,270 shares of common stock, \$0.0001 par value per share ("Common Stock") of MAM Software Group, Inc. (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. 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.

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(2) The Reporting Person has an indirect beneficial ownership interest in 1,392,175 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as 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 statement jointly with the Reporting Person. 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. 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 Wynnefield Partners Small Cap Value, L.P. I directly beneficially owns.

(3) The Reporting Person has an indirect beneficial ownership interest in 751,637 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 maintains offices at the same address as the Reporting Person, is filing this statement 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. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

(4) The Reporting Person has an indirect beneficial ownership interest in 4,474 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13 (d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Nelson Obus, as the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described 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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