

GLOBAL POWER EQUIPMENT GROUP INC.
Form SC 13G
August 10, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Global Power Equipment Group Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

37941P306

(CUSIP Number)

July 17, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Wynnefield Partners Small
Cap Value, L.P. I 13-3953291
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a) "

(b) x
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

| | | |
|--------------|----------|-------------|
| | Delaware | |
| NUMBER OF | | SOLE |
| SHARES | | VOTING |
| | | POWER |
| BENEFICIALLY | 5 | |
| OWNED BY | | 1,183,738 |
| EACH | | SHARED |
| REPORTING | 6 | VOTING |
| PERSON | | POWER |
| | | 0 |
| WITH: | 7 | SOLE |
| | | DISPOSITIVE |

POWER

1,183,783
8 SHARED
DISPOSITIVE
POWER

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

1,183,783
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

6.9%
TYPE OF REPORTING
PERSON (See Instructions)

12

PN

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NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Wynnefield Partners Small
Cap Value, L.P. 13-3688497
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a)

(b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

Delaware

| | | |
|--------------|---------|------------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | 720,567 | SHARED VOTING POWER |
| OWNED BY | 6 | |
| EACH | | |
| REPORTING | 0 | |
| PERSON | 7 | SOLE DISPOSITIVE POWER |
| WITH: | | |

720,567
SHARED
DISPOSITIVE
POWER

8

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

720,567
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

4.2%
TYPE OF REPORTING
PERSON (See Instructions)

12

PN

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NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Wynnefield Small Cap Value
Offshore Fund, Ltd. (No IRS
Identification No.)
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a) "

(b) x
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

| | | |
|--------------|----------------|--|
| | Cayman Islands | |
| NUMBER OF | SOLE | |
| SHARES | VOTING | |
| | POWER | |
| BENEFICIALLY | 5 | |
| OWNED BY | 423,636 | |
| EACH | SHARED | |
| REPORTING | VOTING | |
| PERSON | POWER | |
| | 6 | |
| WITH: | 0 | |
| | 7 | |
| | SOLE | |
| | DISPOSITIVE | |

POWER

423,636
8 SHARED
DISPOSITIVE
POWER

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

423,636
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

2.5%
TYPE OF REPORTING
PERSON (See Instructions)

12

CO

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NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Wynnefield Capital, Inc. Profit
Sharing Plan
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a)

(b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

Delaware

| | | |
|--------------|--------|------------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | 85,205 | SHARED VOTING POWER |
| OWNED BY | 6 | |
| EACH | | |
| REPORTING | 0 | |
| PERSON | 7 | SOLE DISPOSITIVE POWER |
| WITH: | | |

85,205
SHARED
DISPOSITIVE
POWER

8

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

85,205
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

.5%
TYPE OF REPORTING
PERSON (See Instructions)

12

EP

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NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Wynnefield Capital
Management, LLC
13-4018186
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a)

(b) x
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

3

4

| | | |
|--------------|----------|---------------|
| | New York | |
| NUMBER OF | | SOLE |
| SHARES | | VOTING |
| | | POWER |
| BENEFICIALLY | 5 | |
| OWNED BY | | 1,904,305 (1) |
| EACH | | SHARED |
| REPORTING | 6 | VOTING |
| PERSON | | POWER |
| | | 0 |
| WITH: | 7 | SOLE |
| | | DISPOSITIVE |

POWER

1,904,305 (1)
8 SHARED
DISPOSITIVE
POWER

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

1,904,305 (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

11.1%
TYPE OF REPORTING
PERSON (See Instructions)

12

OO

Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly (1)beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P.
I.

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NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Wynnefield Capital, Inc.
13-3688495
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a)

3

(b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

| | | |
|--------------|-------------|-------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | 423,636 (2) | SHARED |
| OWNED BY | | VOTING |
| EACH | 6 | POWER |
| REPORTING | 0 | |
| PERSON | 7 | SOLE |
| WITH: | | DISPOSITIVE POWER |

423,636 (2)
SHARED
DISPOSITIVE
POWER

8

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

423,636 (2)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

2.5%
TYPE OF REPORTING
PERSON (See Instructions)

12

CO

(2) Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

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NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Nelson Obus
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a) "

3

(b) x
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

| | | |
|--------------|------------|--|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | 85,205 (3) | SHARED |
| OWNED BY | | VOTING POWER |
| EACH | 6 | |
| REPORTING | | |
| PERSON | 7 | 2,327,941(3) SOLE DISPOSITIVE POWER |
| WITH: | | |

85,205(3)
SHARED
DISPOSITIVE
POWER

8

2,327,941(3)
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

2,413,146 (3)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

14.1%
TYPE OF REPORTING
PERSON (See Instructions)

12

IN

Mr. Obus may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield (3)Small Cap Value Offshore Fund, Ltd. and Wynnefield Capital, Inc. Profit Sharing Plan ("Plan") because he is a co-managing member of Wynnefield Capital Management, LLC,, a principal executive officer of Wynnefield Capital, Inc. and portfolio manager for the Plan.

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NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Joshua Landes
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a) "

3

(b) x
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

| | | |
|--------------|---|--|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | 0 | SHARED VOTING POWER |
| OWNED BY | | |
| EACH | 6 | |
| REPORTING | | |
| PERSON | 7 | 2,327,941(4) SOLE DISPOSITIVE POWER |
| WITH: | | |

0
SHARED
DISPOSITIVE
POWER

8

2,327,941 (4)
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

2,327,941(4)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

13.6%
TYPE OF REPORTING
PERSON (See Instructions)

12

IN

Mr. Landes may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I and
(4) Wynnefield Small Cap Value Offshore Fund, Ltd, because he is a co-managing member of Wynnefield Capital Management, LLC and a principal executive officer of Wynnefield Capital, Inc.

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Item 1(a). Name of Issuer:

Global Power Equipment Group Inc. (“Issuer”).

Item 1(b). Address of Issuer’s Principal Executive Offices:

400 E. Las Colinas Boulevard, Suite 400, Irving, Texas 75039

Item 2(a). Name of Filing Person: The “Reporting Persons” as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are:

Wynnefield Partners Small Cap Value, L.P. I (“Wynnefield Partners I”)

Wynnefield Partners Small Cap Value, L.P. (“Wynnefield Partners”)

Wynnefield Small Cap Value Offshore Fund, Ltd. (“Wynnefield Offshore”)

Wynnefield Capital, Inc. Profit Sharing Plan (“Plan”)

Wynnefield Capital Management, LLC (“WCM”)

Wynnefield Capital, Inc. (“WCI”)

Nelson Obus

Joshua Landes

Item 2(b). Address of Principal Business Office or, if none, Residence:

450 Seventh Avenue, Suite 509, New York, New York 10123

Item 2(c). Citizenship:

Wynnefield Partners I and Wynnefield Partners are Delaware Limited Partnerships.

Wynnefield Offshore is a Cayman Islands Company.

The Plan is an employee profit sharing plan organized under the laws of the State of Delaware.

WCM is a New York Limited Liability Company.

WCI is a Delaware Corporation.

Mr. Obus and Mr. Landes are United States citizens.

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Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the "Common Shares")

Item 2(e). CUSIP Number:

37941P306

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in section 3(a)(6) of the Act.
- (c) Insurance company as defined in section 3(a)(19) of the Act.
- (d) Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
- (j) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: ____

Item 4. Ownership:

As of July 31, 2015:

- (a) Amount beneficially owned by all Reporting Persons: 2,413,146 Common Shares.
- (b) Percent of class: 14.1% of the outstanding Common Shares.

(c) Number of shares as to which the Reporting Persons have:

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(i) sole power to vote or to direct the vote: 2,413,146 Common Shares

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition: 2,413,146 Common Shares

(iv) shared power to dispose or to direct the disposition: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

See Item 2(a)-(c)

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Dated: August 10, 2015

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,
its Investment Manager

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL INC. PROFIT SHARING PLAN, INC.

By: /s/ Nelson Obus
Nelson Obus, Authorized Signatory

WYNNEFIELD CAPITAL MANAGEMENT, LLC

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

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus
Nelson Obus, President

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/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua Landes

Joshua Landes, Individually

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EXHIBIT INDEX

Exhibit

Exhibit 1- Joint Filing Agreement dated August 10, 2015

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EXHIBIT 1

SCHEDULE 13G JOINT FILING AGREEMENT

The undersigned hereby agree that this Schedule 13G (the "Schedule 13G") with respect to the common stock of Global Power Equipment Group Inc., and any additional amendment thereto signed by each of the undersigned shall be, filed on behalf of each undersigned pursuant to and in accordance with the provisions of 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to the Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: August 10, 2015

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,

its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,

its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,

its Investment Manager

By: /s/ Nelson Obus

Nelson Obus, President

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

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WYNNEFIELD CAPITAL INC. PROFIT SHARING PLAN, INC.

By: /s/ Nelson Obus

Nelson Obus, Authorized Signatory

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua Landes

Joshua Landes, Individually