

SMTC CORP  
Form SC 13D/A  
May 30, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 1)

**SMTC CORPORATION**

(Name of Issuer)

**Common Stock, \$.01 par value**

(Title of Class of Securities)

**832682207**

(CUSIP Number)

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

Wynnefield Partners Small Cap Value, L.P.

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

**May 30, 2013**

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4) check the following box “.

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, as amended (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.

**SCHEDULE 13D**

CUSIP No. 832682207 Page 2 of 11 Pages

**NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON**

1

Wynnefield Partners Small Cap Value, L.P.  
13-3688497

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\***

2

(a)

(b)  **SEC USE ONLY**

3

**SOURCE OF FUNDS\***

4

WC

**CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) "**

5

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

6

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 198,654 (See Item 5)

**BENEFICIALLY**

**SHARED VOTING POWER**

**OWNED BY**

**EACH** 8  
0 (See Item 5)

**SOLE DISPOSITIVE POWER**

**REPORTING**

9  
198,654 (See Item 5)

**SHARED DISPOSITIVE POWER**

**PERSON WITH** 10  
0 (See Item 5)

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

11

198,654 (See Item 5)  
**CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\***   
**PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

12

13

1.2%

**TYPE OF REPORTING PERSON\***

14

PN

**SCHEDULE 13D**

CUSIP No. 832682207 Page 3 of 11 Pages

**NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON**

1

Wynnefield Partners Small Cap Value L.P. I  
13-3953291

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\***

2

(a)

(b)  **SEC USE ONLY**

3

**SOURCE OF FUNDS\***

4

WC

**CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) "**

5

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

6

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 310,669 (See Item 5)

**BENEFICIALLY**

**SHARED VOTING POWER**

**OWNED BY**

**EACH** 8  
0 (See Item 5)

**SOLE DISPOSITIVE POWER**

**REPORTING**

9  
310,669 (See Item 5)

**SHARED DISPOSITIVE POWER**

**PERSON WITH** 10  
0 (See Item 5)

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

11

310,669 (See Item 5)  
**CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\***   
**PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

12

13

1.9%

**TYPE OF REPORTING PERSON\***

14

PN

**SCHEDULE 13D**

**CUSIP No. 832682207 Page 4 of 11 Pages**

**NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON**

1

Wynnefield Small Cap Value Offshore  
Fund, Ltd. (No IRS Identification No.)

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\***

2

(a)

(b)

**SEC USE ONLY**

3

**SOURCE OF FUNDS\***

4

WC

**CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED**

5

**PURSUANT TO ITEMS 2(d) or 2(e)**

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

6

Cayman Islands

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 151,062 (See Item 5)

**BENEFICIALLY**

**SHARED VOTING POWER**

**OWNED BY**

**EACH** 8  
0 (See Item 5)

**SOLE DISPOSITIVE POWER**

**REPORTING**

9  
151,062 (See Item 5)

**SHARED DISPOSITIVE POWER**

**PERSON WITH** 10  
0 (See Item 5)

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

11

151,062 (See Item 5)

12 **CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\***   
**PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

13

0.9%

**TYPE OF REPORTING PERSON\***

14

CO





**SCHEDULE 13D**

CUSIP No. 832682207 Page 5 of 11 Pages

**NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON**

1

Wynnefield Capital, Inc. Profit Sharing Plan

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\***

2

(a)

(b)

**SEC USE ONLY**

3

**SOURCE OF FUNDS\***

4

N/A

**CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)**

5

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

6

United States

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 200,365 (See Item 5)

**BENEFICIALLY**

**SHARED VOTING POWER**

**OWNED BY**

**EACH** 8  
0 (See Item 5)

**SOLE DISPOSITIVE POWER**

**REPORTING**

9  
200,365 (See Item 5)

**SHARED DISPOSITIVE POWER**

**PERSON WITH** 10  
0 (See Item 5)

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

11

200,365 (See Item 5)

12

**CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*   
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

13

1.2%

14

**TYPE OF REPORTING PERSON\***

EP



**SCHEDULE 13D**

CUSIP No. 832682207 Page 6 of 11 Pages

**NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON**

1

Wynnefield Capital Management, LLC  
13-4018186

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\***

2

(a)

(b)  x  
**SEC USE ONLY**

3

**SOURCE OF FUNDS\***

4

N/A

**CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) \*\***

5

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

6

New York  
**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 509,323 (See Item 5)

**BENEFICIALLY**

**SHARED VOTING POWER**

**OWNED BY**

**EACH** 8  
0 (See Item 5)

**SOLE DISPOSITIVE POWER**

**REPORTING**

9  
509,323 (See Item 5)

**SHARED DISPOSITIVE POWER**

**PERSON WITH** 10  
0 (See Item 5)

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

11

509,323 (See Item 5)

12 **CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\***   
**PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

13

3.1%

**TYPE OF REPORTING PERSON\***

14

OO



**SCHEDULE 13D**

CUSIP No. 832682207 Page 7 of 11 Pages

**NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON**

1

Wynnefield Capital, Inc. 13-3688495

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\***

2

(a)

(b)

**SEC USE ONLY**

3

**SOURCE OF FUNDS\***

4

N/A

**CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) \*\***

5

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

6

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**



**SHARES** 151,062 (See Item 5)

**BENEFICIALLY**

**SHARED VOTING POWER**

**OWNED BY**

**EACH** 8  
0 (See Item 5)

**SOLE DISPOSITIVE POWER**

**REPORTING**

9  
151,062 (See Item 5)

**SHARED DISPOSITIVE POWER**

**PERSON WITH** 10  
0 (See Item 5)

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

11

151,062 (See Item 5)

12 **CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\***   
**PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

13

0.9%

**TYPE OF REPORTING PERSON\***

14

CO



**SCHEDULE 13D**

CUSIP No. 832682207 Page 8 of 11 Pages

**NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON**

1

Nelson Obus

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\***

2

(a)

(b)

**SEC USE ONLY**

3

**SOURCE OF FUNDS\***

4

N/A

**CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)**

5

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

6

United States

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 860,750 (See Item 5)

**BENEFICIALLY**

**SHARED VOTING POWER**

**OWNED BY**

**EACH** 8  
0 (See Item 5)

**SOLE DISPOSITIVE POWER**

**REPORTING**

9  
860,750 (See Item 5)

**SHARED DISPOSITIVE POWER**

**PERSON WITH** 10  
0 (See Item 5)

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

11

860,750 (See Item 5)

12 **CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\***   
**PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

13

5.3%

**TYPE OF REPORTING PERSON\***

14

IN



**SCHEDULE 13D**

CUSIP No. 832682207 Page 9 of 11 Pages

**NAME OF REPORTING PERSON**

**S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON**

1

Joshua Landes

**CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\***

2

(a)

(b)

**SEC USE ONLY**

3

**SOURCE OF FUNDS\***

4

N/A

**CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)**

5

**CITIZENSHIP OR PLACE OF  
ORGANIZATION**

6

United States

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 660,385 (See Item 5)

**BENEFICIALLY**

**SHARED VOTING POWER**

**OWNED BY**

**EACH** 8  
0 (See Item 5)

**SOLE DISPOSITIVE POWER**

**REPORTING**

9  
660,385 (See Item 5)

**SHARED DISPOSITIVE POWER**

**PERSON WITH** 10  
0 (See Item 5)

**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

11

660,385 (See Item 5)

12 **CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\***   
**PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

13

4.0%

**TYPE OF REPORTING PERSON\***

14

IN





Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D relates to the Common Stock, \$.01 value per share (the “Common Stock”), of SMTC Corporation, a Delaware corporation (the “Issuer”). This Amendment amends and supplements the Items set forth below of the Wynnefield Reporting Persons’ Schedule 13D previously filed with the Securities and Exchange Commission on May 24, 2013 (Accession Number: 0001144204-13-031579) (the “Initial Statement”). Terms defined in the Initial Statement are used herein with the same meaning.

Item 2. Identity and Background.

The Wynnefield Reporting Persons are filing this amendment to terminate their filing obligation under Section 13(d) of the Securities Exchange Act of 1934, as amended, and instead are taking advantage of their eligibility to simultaneously file an initial Schedule 13G reflecting their beneficial ownership of Common Stock of the Issuer. The Wynnefield Reporting Persons reserve all rights as specified under Item 4 of the Initial Schedule and may determine to convert their Schedule 13G to a Schedule 13D at a future date.

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 30, 2013

WYNNEFIELD PARTNERS SMALL CAP  
VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
General Partner

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

WYNNEFIELD PARTNERS SMALL CAP  
VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
General Partner

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

WYNNEFIELD SMALL CAP VALUE  
OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus  
Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT  
SHARING PLAN

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

/s/ Nelson Obus  
Nelson Obus, Individually

/s/ Joshua Landes  
Joshua Landes, Individually