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

#### **SCHEDULE 13D/A**

Amendment No. 7

Under the Securities Exchange Act of 1934

TeamStaff, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

87815U204

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P. 450 Seventh Avenue, Suite 509 New York, New York 10123 Attention: Mr. Nelson Obus

Copy to:
Jeffrey S. Tullman, Esq.
Kane Kessler, P.C.
1350 Avenue of the Americas, 26<sup>th</sup> Floor
New York, New York 10019
(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 1, 2011

(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  $\S\S 240.13d-1(e)$ , 240.13d-1(g), or 240.13d-1(g), check the following box. x

| 4  | NAME OF BERO                                                                         | DTING    | DEDCON                                                            |  |  |
|----|--------------------------------------------------------------------------------------|----------|-------------------------------------------------------------------|--|--|
| 1  | NAME OF REPO                                                                         |          | PERSON<br>NO. OF ABOVE PERSON (entities only)                     |  |  |
|    | I.K.S. IDENTIFIC                                                                     | AHON     | NO. OF ABOVE PERSON (elitities oilly)                             |  |  |
|    | Wynnefield Partners Small Cap Value, L.P.                                            |          |                                                                   |  |  |
|    | 13-3688497                                                                           |          |                                                                   |  |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*                                    |          |                                                                   |  |  |
|    | (a) o                                                                                |          |                                                                   |  |  |
|    | (b) x                                                                                |          |                                                                   |  |  |
| 3  | SEC USE ONLY                                                                         |          |                                                                   |  |  |
|    | 201120202                                                                            | TD 0 /0  |                                                                   |  |  |
| 4  | SOURCE OF FUN                                                                        | NDS (See | Instructions)                                                     |  |  |
|    | WC                                                                                   |          |                                                                   |  |  |
| 5  |                                                                                      | OSLIRE   | OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)   |  |  |
| 3  | CHECK II DISCI                                                                       | LOSCILL  | of EEGILE PROCEEDINGS IS REQUIRED PORSOINT TO HEIMS 2(a) of 2(E)  |  |  |
|    | o                                                                                    |          |                                                                   |  |  |
| 6  | CITIZENSHIP OF                                                                       | R PLACE  | OF ORGANIZATION                                                   |  |  |
|    |                                                                                      |          |                                                                   |  |  |
|    | Delaware                                                                             |          |                                                                   |  |  |
|    |                                                                                      | 7        | SOLE VOTING POWER                                                 |  |  |
|    |                                                                                      |          | 252 625 ( 10 5)                                                   |  |  |
|    | JMBER OF                                                                             | 8        | 353,635 (see Item 5) SHARED VOTING POWER                          |  |  |
|    | SHARES<br>VEFICIALLY                                                                 | 8        | SHARED VOTING POWER                                               |  |  |
|    | WNED BY                                                                              |          | -0- (see Item 5)                                                  |  |  |
|    | EACH                                                                                 | 9        | SOLE DISPOSITIVE POWER                                            |  |  |
| RI | EPORTING                                                                             |          |                                                                   |  |  |
|    | PERSON                                                                               |          | 353,635 (see Item 5)                                              |  |  |
|    | WITH                                                                                 | 10       | SHARED DISPOSITIVE POWER                                          |  |  |
|    |                                                                                      |          |                                                                   |  |  |
|    |                                                                                      |          | -0- (see Item 5)                                                  |  |  |
| 11 | AGGREGATE AN                                                                         | MOUNT    | BENEFICIALLY OWNED BY EACH REPORTING PERSON                       |  |  |
|    | 353,635 (see Item                                                                    | 5)       |                                                                   |  |  |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |          |                                                                   |  |  |
| 12 | CHECK IF THE F                                                                       | MINIOUS  | THE THIOOTIT IN NOW (II) EACEODES CENTAIN SHAKES (See HISHUCHORS) |  |  |
|    | О                                                                                    |          |                                                                   |  |  |
| 13 | PERCENT OF CL                                                                        | ASS RE   | PRESENTED BY AMOUNT IN ROW (11)                                   |  |  |
|    |                                                                                      |          | • •                                                               |  |  |
|    | 6.9%                                                                                 |          |                                                                   |  |  |
| 14 | TYPE OF REPOR                                                                        | TING PI  | ERSON (See Instructions)                                          |  |  |
|    | 773.1                                                                                |          |                                                                   |  |  |
|    | PN                                                                                   |          |                                                                   |  |  |

| 1  | NAME OF REP                                                                                               |                                         |                                                                   |  |  |
|----|-----------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------|--|--|
|    | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)                                                 |                                         |                                                                   |  |  |
|    | Wynnefield Part                                                                                           | Cap Value, L.P. I                       |                                                                   |  |  |
|    | 13-3953291                                                                                                |                                         |                                                                   |  |  |
| 2  |                                                                                                           | APPROPRIATE BOX IF A MEMBER OF A GROUP* |                                                                   |  |  |
|    | (a) o<br>(b) x                                                                                            |                                         |                                                                   |  |  |
| 3  | SEC USE ONLY                                                                                              | Z .                                     |                                                                   |  |  |
|    | COLIDGE OF FI                                                                                             | INIDC (C.                               |                                                                   |  |  |
| 4  | SOURCE OF FU                                                                                              | JND2 (26                                | e instructions)                                                   |  |  |
|    | WC                                                                                                        |                                         |                                                                   |  |  |
| 5  | CHECK IF DISC                                                                                             | CLOSURE                                 | E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) |  |  |
|    | 0                                                                                                         |                                         |                                                                   |  |  |
| 6  | CITIZENSHIP (                                                                                             | OR PLAC                                 | E OF ORGANIZATION                                                 |  |  |
|    |                                                                                                           |                                         |                                                                   |  |  |
|    | Delaware                                                                                                  | ı                                       |                                                                   |  |  |
|    |                                                                                                           | 7                                       | SOLE VOTING POWER                                                 |  |  |
| NU | MBER OF                                                                                                   |                                         | 461,158 (see Item 5)                                              |  |  |
|    | SHARES                                                                                                    | 8                                       | SHARED VOTING POWER                                               |  |  |
|    | EFICIALLY                                                                                                 |                                         | 0 ( [ 5)                                                          |  |  |
| O  | WNED BY<br>EACH                                                                                           | 9                                       | -0- (see Item 5) SOLE DISPOSITIVE POWER                           |  |  |
| RE | PORTING                                                                                                   | 9                                       | SOLE DISPOSITIVE POWER                                            |  |  |
| I  | PERSON                                                                                                    |                                         | 461,158 (see Item 5)                                              |  |  |
|    | WITH                                                                                                      | 10                                      | SHARED DISPOSITIVE POWER                                          |  |  |
|    |                                                                                                           |                                         | -0- (see Item 5)                                                  |  |  |
| 11 | AGGREGATE A                                                                                               | AMOUNT                                  | BENEFICIALLY OWNED BY EACH REPORTING PERSON                       |  |  |
|    | 461 150 ( It                                                                                              | 5)                                      |                                                                   |  |  |
| 12 | 461,158 (see Item 5) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |                                         |                                                                   |  |  |
|    |                                                                                                           | I C GILL                                | S. L. L. L. Co., (11) L. C.   |  |  |
|    | 0                                                                                                         |                                         |                                                                   |  |  |
| 13 | PERCENT OF C                                                                                              | CLASS RE                                | PRESENTED BY AMOUNT IN ROW (11)                                   |  |  |
|    | 8.9%                                                                                                      |                                         |                                                                   |  |  |
|    |                                                                                                           | ORTING P                                | ERSON (See Instructions)                                          |  |  |
| 17 |                                                                                                           |                                         |                                                                   |  |  |

| 1                                                     | NAME OF REP                                    |                                              | PERSON<br>NO. OF ABOVE PERSON (entities only)                      |  |  |
|-------------------------------------------------------|------------------------------------------------|----------------------------------------------|--------------------------------------------------------------------|--|--|
|                                                       | I.K.S. IDENTIF                                 | TIFICATION NO. OF ABOVE PERSON (endues only) |                                                                    |  |  |
|                                                       | Wynnefield Small Cap Value Offshore Fund, Ltd. |                                              |                                                                    |  |  |
| 2                                                     | (No IRS Identifi                               |                                              | )<br>ATE BOX IF A MEMBER OF A GROUP*                               |  |  |
| 2                                                     | (a) o                                          | PPROPRI                                      | ATE BOX IF A MEMBER OF A GROUP*                                    |  |  |
|                                                       | (b) x                                          |                                              |                                                                    |  |  |
| 3                                                     | SEC USE ONLY                                   | Y                                            |                                                                    |  |  |
| 4                                                     | SOURCE OF FU                                   | UNDS (See                                    | e Instructions)                                                    |  |  |
|                                                       | WC                                             |                                              |                                                                    |  |  |
| 5                                                     |                                                | CLOSURE                                      | E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)  |  |  |
| _                                                     |                                                |                                              | (0) == -(0)                                                        |  |  |
|                                                       | 0                                              |                                              |                                                                    |  |  |
| 6                                                     | CITIZENSHIP (                                  | OR PLACI                                     | E OF ORGANIZATION                                                  |  |  |
|                                                       | Cayman Islands                                 |                                              |                                                                    |  |  |
|                                                       |                                                | 7                                            | SOLE VOTING POWER                                                  |  |  |
|                                                       |                                                |                                              | 400 0FD ( . Y F)                                                   |  |  |
|                                                       | JMBER OF                                       | 8                                            | 428,072 (see Item 5) SHARED VOTING POWER                           |  |  |
|                                                       | SHARES<br>NEFICIALLY                           | 8                                            | SHARED VOTING POWER                                                |  |  |
|                                                       | WNED BY                                        |                                              | -0- (see Item 5)                                                   |  |  |
|                                                       | EACH                                           | 9                                            | SOLE DISPOSITIVE POWER                                             |  |  |
|                                                       | EPORTING<br>PERSON                             |                                              | 420.0F2 ( I. F.)                                                   |  |  |
|                                                       | WITH                                           | 10                                           | 428,072 (see Item 5) SHARED DISPOSITIVE POWER                      |  |  |
|                                                       | ***************************************        | 10                                           | SHARED DISPOSITIVE POWER                                           |  |  |
|                                                       |                                                |                                              | -0- (see Item 5)                                                   |  |  |
| 11                                                    | AGGREGATE A                                    | AMOUNT                                       | BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |  |  |
|                                                       | 428,072 (see Ite                               | m 5)                                         |                                                                    |  |  |
| 12                                                    |                                                |                                              | GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |  |  |
|                                                       |                                                |                                              |                                                                    |  |  |
|                                                       | 0                                              |                                              |                                                                    |  |  |
| 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |                                                | CLASS RE                                     | PRESENTED BY AMOUNT IN ROW (11)                                    |  |  |
| 13                                                    |                                                |                                              |                                                                    |  |  |
| 13                                                    | 8.3%                                           |                                              |                                                                    |  |  |
| 13                                                    |                                                | ORTING P                                     | ERSON (See Instructions)                                           |  |  |

| _  |                                                                                      |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|----|--------------------------------------------------------------------------------------|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
| 1  | NAME OF REPO                                                                         |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | I.R.S. IDENTIFIC                                                                     | ATION 1  | NO. OF ABOVE PERSON (entities only)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |  |  |
|    |                                                                                      |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | Wynnefield Capital Management, LLC                                                   |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | 13-4018186                                                                           |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*                                    |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | (a) o                                                                                |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | (b) x                                                                                |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
| 3  | SEC USE ONLY                                                                         |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    |                                                                                      |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
| 4  | SOURCE OF FUN                                                                        | NDS (See | Instructions)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |  |  |
|    | T. T.C.                                                                              |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | WC                                                                                   | OGLIDE   | OF LEGAL PROCEEDINGS IS DECLUDED BUILDING TO THE MODEL OF THE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |  |  |
| 5  | CHECK IF DISCL                                                                       | LOSURE   | OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    |                                                                                      |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | 0                                                                                    | DI ACI   | OF OR ANY ACTION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |  |  |
| 6  | CITIZENSHIP OR                                                                       | RPLACE   | C OF ORGANIZATION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |
|    | New York                                                                             |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | new fork                                                                             | 7        | SOLE VOTING POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |
|    |                                                                                      | 7        | SOLE VOTING POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |
|    | AMED OF                                                                              |          | 814,790 (see Item 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |  |  |
|    | MBER OF                                                                              | 8        | SHARED VOTING POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |  |  |
|    | SHARES                                                                               | 0        | SHARED VOTING POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |  |  |
|    | EFICIALLY<br>WNED BY                                                                 |          | - 0 - (see Item 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |  |  |
| 0, | EACH                                                                                 | 9        | SOLE DISPOSITIVE POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |  |  |
| DE | PORTING                                                                              | 9        | SOLE DISPOSITIVE POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |  |  |
|    | PERSON                                                                               |          | 814,790 (see Item 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |  |  |
| •  | WITH                                                                                 | 10       | SHARED DISPOSITIVE POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |  |
|    | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,                                              | 10       | SHARED DISPOSITIVE POWER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |  |
|    |                                                                                      |          | - 0 - (see Item 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |  |  |
| 11 | ACCRECATE AN                                                                         | /OLINT   | BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |  |  |
| 11 | A IOOKEOATE AN                                                                       | 100111   | DENTE TORREST OWNED BY EACH REPORTING LEROON                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |  |  |
|    | 814,790 (see Item                                                                    | 5)       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
| 1  |                                                                                      |          | and this out in the in (ii) broker be obtained and the december and the control of the control o |  |  |  |
|    | o                                                                                    |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
| 13 | PERCENT OF CL                                                                        | ASS RE   | PRESENTED BY AMOUNT IN ROW (11)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    |                                                                                      |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | 15.7%                                                                                |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
| 14 | TYPE OF REPOR                                                                        | TING PI  | ERSON (See Instructions)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |  |
|    |                                                                                      |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |
|    | OO (Limited Liability Company)                                                       |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |  |

|                             | I.R.S. IDENTIFI                                           | ICATION                   | NO. OF ABOVE PERSON (entities only)                                                                             |  |
|-----------------------------|-----------------------------------------------------------|---------------------------|-----------------------------------------------------------------------------------------------------------------|--|
|                             | Wynnefield Capital, Inc.                                  |                           |                                                                                                                 |  |
| (No IRS Identification No.) |                                                           |                           |                                                                                                                 |  |
| 2                           | CHECK THE A                                               | PPROPRI.                  | ATE BOX IF A MEMBER OF A GROUP*                                                                                 |  |
|                             | (a) 0<br>(b) x                                            |                           |                                                                                                                 |  |
| 3                           | SEC USE ONLY                                              | 7                         |                                                                                                                 |  |
| 4                           | SOURCE OF FU                                              | JNDS (See                 | Instructions)                                                                                                   |  |
|                             | WC                                                        |                           |                                                                                                                 |  |
| 5                           |                                                           | CLOSURE                   | OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)                                                 |  |
|                             |                                                           |                           |                                                                                                                 |  |
|                             | 0                                                         | D DI 4 CI                 |                                                                                                                 |  |
| 6                           | CITIZENSHIP (                                             | JR PLACI                  | E OF ORGANIZATION                                                                                               |  |
|                             | Cayman Islands                                            |                           |                                                                                                                 |  |
|                             |                                                           | 7                         | SOLE VOTING POWER                                                                                               |  |
|                             | WARER OF                                                  |                           | 428,072 (see Item 5)                                                                                            |  |
|                             | UMBER OF<br>SHARES                                        | 8                         | SHARED VOTING POWER                                                                                             |  |
|                             | NEFICIALLY                                                |                           | STRICE VOTING TOWER                                                                                             |  |
| 0                           | WNED BY                                                   |                           | - 0 - (see Item 5)                                                                                              |  |
|                             | EACH                                                      | 9                         | SOLE DISPOSITIVE POWER                                                                                          |  |
| R                           | EPORTING<br>PERSON                                        |                           | 428,072 (see Item 5)                                                                                            |  |
|                             |                                                           | 10                        | SHARED DISPOSITIVE POWER                                                                                        |  |
|                             | WITH                                                      |                           | SHARED DISTOSITIVE TOWER                                                                                        |  |
|                             | WITH                                                      | 10                        |                                                                                                                 |  |
|                             |                                                           |                           | - 0 - (see Item 5)                                                                                              |  |
| 11                          |                                                           |                           | - 0 - (see Item 5) BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                  |  |
|                             | AGGREGATE A                                               | AMOUNT                    |                                                                                                                 |  |
|                             | AGGREGATE A                                               | AMOUNT<br>m 5)            |                                                                                                                 |  |
| 11                          | AGGREGATE A                                               | AMOUNT<br>m 5)            | BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                                     |  |
| 11 12                       | AGGREGATE A 428,072 (see Iter CHECK IF THE                | AMOUNT<br>n 5)            | BENEFICIALLY OWNED BY EACH REPORTING PERSON  GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |  |
| 11                          | AGGREGATE A 428,072 (see Iter CHECK IF THE                | AMOUNT<br>n 5)            | BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                                     |  |
| 11 12                       | AGGREGATE A 428,072 (see Iter CHECK IF THE 0 PERCENT OF C | AMOUNT<br>in 5)<br>AGGREG | BENEFICIALLY OWNED BY EACH REPORTING PERSON  GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |  |

| 1   | NAME OF REPOR                                                                        |                       |                                                                 |  |  |  |
|-----|--------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------------|--|--|--|
|     | I.R.S. IDENTIFICA                                                                    | ATION I               | NO. OF ABOVE PERSON (entities only)                             |  |  |  |
|     | Channel Dawtnershi                                                                   | ~ II I D              |                                                                 |  |  |  |
|     | Channel Partnership II, L.P. 22-3215653                                              |                       |                                                                 |  |  |  |
| 2   |                                                                                      | ROPRI                 | ATE BOX IF A MEMBER OF A GROUP*                                 |  |  |  |
|     | (a) 0                                                                                |                       |                                                                 |  |  |  |
|     | (b) x                                                                                |                       |                                                                 |  |  |  |
| 3   | SEC USE ONLY                                                                         |                       |                                                                 |  |  |  |
|     |                                                                                      |                       |                                                                 |  |  |  |
| 4   | SOURCE OF FUN                                                                        | IDS (See              | Instructions)                                                   |  |  |  |
|     |                                                                                      |                       |                                                                 |  |  |  |
|     | WC                                                                                   |                       |                                                                 |  |  |  |
| 5   | CHECK IF DISCL                                                                       | OSURE                 | OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) |  |  |  |
|     |                                                                                      |                       |                                                                 |  |  |  |
| 6   | 0                                                                                    | DI ACI                | OF ORGANIZATION                                                 |  |  |  |
| 6   | CITIZENSHIP OR                                                                       | PLACE                 | OF ORGANIZATION                                                 |  |  |  |
|     | New York                                                                             |                       |                                                                 |  |  |  |
|     | riew rom                                                                             | 7                     | SOLE VOTING POWER                                               |  |  |  |
|     |                                                                                      | '                     |                                                                 |  |  |  |
| NU  | MBER OF                                                                              |                       | 12,500 (see Item 5)                                             |  |  |  |
|     | SHARES                                                                               | 8 SHARED VOTING POWER |                                                                 |  |  |  |
| BEN | EFICIALLY                                                                            |                       |                                                                 |  |  |  |
| O   | WNED BY                                                                              |                       | - 0 - (see Item 5)                                              |  |  |  |
|     | EACH                                                                                 | 9                     | SOLE DISPOSITIVE POWER                                          |  |  |  |
|     | PORTING                                                                              |                       | 40 700 ( 7, 7)                                                  |  |  |  |
| 1   | PERSON<br>WITH                                                                       |                       | 12,500 (see Item 5)                                             |  |  |  |
|     | WIII                                                                                 | 10                    | SHARED DISPOSITIVE POWER                                        |  |  |  |
|     |                                                                                      |                       | - 0 - (see Item 5)                                              |  |  |  |
| 11  | ACCRECATE AM                                                                         | IOUNT                 | BENEFICIALLY OWNED BY EACH REPORTING PERSON                     |  |  |  |
| 11  | LIGGILOZII E AIV.                                                                    | 100111                | DENTE TOURDET OWNED DI ENGLISCHE ONTHIO I ENGON                 |  |  |  |
|     | 12,500 (see Item 5)                                                                  | )                     |                                                                 |  |  |  |
| 12  | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |                       |                                                                 |  |  |  |
|     |                                                                                      |                       |                                                                 |  |  |  |
|     | 0                                                                                    |                       |                                                                 |  |  |  |
| 13  | PERCENT OF CL.                                                                       | ASS RE                | PRESENTED BY AMOUNT IN ROW (11)                                 |  |  |  |
|     | 0.00/                                                                                |                       |                                                                 |  |  |  |
|     | 0.2%                                                                                 | TING D                | TROOM (G. A d )                                                 |  |  |  |
| 14  | I YPE OF REPOR                                                                       | TING PI               | ERSON (See Instructions)                                        |  |  |  |
|     | PN                                                                                   |                       |                                                                 |  |  |  |
| 1   | İΤΙΝ                                                                                 |                       |                                                                 |  |  |  |

|    | NAME OF DEDO                                                                         | DTIME F                                                        | PEDCON                                                          |  |  |
|----|--------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------|--|--|
| 1  |                                                                                      | PORTING PERSON<br>FICATION NO. OF ABOVE PERSON (entities only) |                                                                 |  |  |
|    | I.K.S. IDENTIFI                                                                      | CATION                                                         | NO. OF ABOVE PERSON (entitles only)                             |  |  |
|    | Wynnefield Capital, Inc. Profit Sharing Plan, Inc.                                   |                                                                |                                                                 |  |  |
| 2  |                                                                                      |                                                                | ATE BOX IF A MEMBER OF A GROUP*                                 |  |  |
| -  | (a) 0                                                                                |                                                                |                                                                 |  |  |
|    | (b) x                                                                                |                                                                |                                                                 |  |  |
| 3  | SEC USE ONLY                                                                         |                                                                |                                                                 |  |  |
|    |                                                                                      |                                                                |                                                                 |  |  |
| 4  | SOURCE OF FU                                                                         | NDS (See                                                       | Instructions)                                                   |  |  |
|    |                                                                                      |                                                                |                                                                 |  |  |
|    | N/A                                                                                  |                                                                |                                                                 |  |  |
| 5  | CHECK IF DISC                                                                        | LOSURE                                                         | OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) |  |  |
|    |                                                                                      |                                                                |                                                                 |  |  |
|    | 0                                                                                    |                                                                |                                                                 |  |  |
| 6  | CITIZENSHIP O                                                                        | R PLACE                                                        | E OF ORGANIZATION                                               |  |  |
|    | D 1                                                                                  |                                                                |                                                                 |  |  |
|    | Delaware                                                                             |                                                                | COL E VIOTENCE DOLUMB                                           |  |  |
|    |                                                                                      | 7                                                              | SOLE VOTING POWER                                               |  |  |
|    |                                                                                      |                                                                | 92,563 (see Item 5)                                             |  |  |
|    | MBER OF                                                                              | 8                                                              | SHARED VOTING POWER                                             |  |  |
| _  | SHARES<br>EFICIALLY                                                                  | 0                                                              | SHARED VOTING POWER                                             |  |  |
|    | WNED BY                                                                              |                                                                | - 0 - (see Item 5)                                              |  |  |
|    | EACH                                                                                 | 9                                                              | SOLE DISPOSITIVE POWER                                          |  |  |
|    | PORTING                                                                              |                                                                | SOLL DISTOSITIVE TOWER                                          |  |  |
|    | PERSON                                                                               |                                                                | 92,563 (see Item 5)                                             |  |  |
|    | WITH                                                                                 | 10                                                             | SHARED DISPOSITIVE POWER                                        |  |  |
|    |                                                                                      |                                                                | January 210 H2N                                                 |  |  |
|    |                                                                                      |                                                                | - 0 - (see Item 5)                                              |  |  |
| 11 | AGGREGATE A                                                                          | MOUNT                                                          | BENEFICIALLY OWNED BY EACH REPORTING PERSON                     |  |  |
|    |                                                                                      |                                                                |                                                                 |  |  |
|    | 92,563 (see Item                                                                     |                                                                |                                                                 |  |  |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |                                                                |                                                                 |  |  |
|    |                                                                                      |                                                                |                                                                 |  |  |
|    | 0                                                                                    |                                                                |                                                                 |  |  |
| 13 | PERCENT OF C                                                                         | LASS RE                                                        | PRESENTED BY AMOUNT IN ROW (11)                                 |  |  |
|    | 1.00/                                                                                |                                                                |                                                                 |  |  |
|    | 1.8%                                                                                 |                                                                |                                                                 |  |  |
| 14 | TYPE OF REPO                                                                         | RTING PI                                                       | ERSON (See Instructions)                                        |  |  |
|    | CO                                                                                   |                                                                |                                                                 |  |  |
|    | CO                                                                                   |                                                                |                                                                 |  |  |

| 1  | NAME OF REPO                                                   | ORTING PERSON                                                           |  |  |  |  |
|----|----------------------------------------------------------------|-------------------------------------------------------------------------|--|--|--|--|
|    |                                                                | CATION NO. OF ABOVE PERSON (entities only)                              |  |  |  |  |
|    |                                                                |                                                                         |  |  |  |  |
| 2  | Nelson Obus  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |                                                                         |  |  |  |  |
| 2  | (a) o                                                          | PROPRIATE BOX IF A MEMBER OF A GROUP*                                   |  |  |  |  |
|    | (a) 0<br>(b) x                                                 |                                                                         |  |  |  |  |
| 3  | SEC USE ONLY                                                   |                                                                         |  |  |  |  |
| 4  | SOURCE OF FU                                                   | NDS (See Instructions)                                                  |  |  |  |  |
|    | WC                                                             |                                                                         |  |  |  |  |
| 5  | CHECK IF DISC                                                  | LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)  |  |  |  |  |
|    | 0                                                              |                                                                         |  |  |  |  |
| 6  |                                                                | R PLACE OF ORGANIZATION                                                 |  |  |  |  |
| ŭ  | GITIZZI (GIIII G                                               | NIEROE OF ONORMERION                                                    |  |  |  |  |
|    | United States of A                                             |                                                                         |  |  |  |  |
|    |                                                                | 7 SOLE VOTING POWER                                                     |  |  |  |  |
|    | TABLE OF                                                       | 105,063 (see Item 5)                                                    |  |  |  |  |
|    | JMBER OF<br>SHARES                                             | 8 SHARED VOTING POWER                                                   |  |  |  |  |
|    | EFICIALLY                                                      | o simula voimo rowek                                                    |  |  |  |  |
|    | WNED BY                                                        | 1,242,862 (see Item 5)                                                  |  |  |  |  |
|    | EACH                                                           | 9 SOLE DISPOSITIVE POWER                                                |  |  |  |  |
|    | EPORTING<br>PERSON                                             | 105,063 (see Item 5)                                                    |  |  |  |  |
| •  | WITH                                                           | 10 SHARED DISPOSITIVE POWER                                             |  |  |  |  |
|    |                                                                | TO STRIKED DISTOSTITY LIGHTER                                           |  |  |  |  |
|    |                                                                | 1,242,862 (see Item 5)                                                  |  |  |  |  |
| 11 | AGGREGATE A                                                    | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                       |  |  |  |  |
|    | 1,347,928 (see Ite                                             | om 5)                                                                   |  |  |  |  |
| 12 |                                                                | AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |  |  |  |  |
|    |                                                                | (                                                                       |  |  |  |  |
|    | 0                                                              |                                                                         |  |  |  |  |
| 13 | PERCENT OF C                                                   | LASS REPRESENTED BY AMOUNT IN ROW (11)                                  |  |  |  |  |
|    | 25.6%                                                          |                                                                         |  |  |  |  |
| 14 |                                                                | RTING PERSON (See Instructions)                                         |  |  |  |  |
|    |                                                                |                                                                         |  |  |  |  |
|    | IN                                                             |                                                                         |  |  |  |  |

| 1     | NAME OF REPO       | ODTING D                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | DEDSON                                                             |  |  |
|-------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|--|--|
| 1     |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | NO. OF ABOVE PERSON (entities only)                                |  |  |
|       | I.I.O. IDEIVIII I  | Total of the of the office of |                                                                    |  |  |
|       | Joshua H. Landes   | S                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                    |  |  |
| 2     | CHECK THE AI       | PPROPRIA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | ATE BOX IF A MEMBER OF A GROUP*                                    |  |  |
| (a) o |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
|       | (b) x              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
| 3     | SEC USE ONLY       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
| 4     | SOURCE OF FU       | NDS (See                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Instructions)                                                      |  |  |
|       |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
|       | WC                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
| 5     | CHECK IF DISC      | CLOSURE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)    |  |  |
|       |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
| 6     | CITIZENSHID        | D DI ACE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | E OF ORGANIZATION                                                  |  |  |
| U     | CITIZENSIIIF C     | MILACE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | OF ORGANIZATION                                                    |  |  |
|       | United States of   | America                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                    |  |  |
|       |                    | 7                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | SOLE VOTING POWER                                                  |  |  |
|       |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
| NU    | MBER OF            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | - 0 - (see Item 5)                                                 |  |  |
|       | HARES              | 8                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | SHARED VOTING POWER                                                |  |  |
| BENI  | EFICIALLY          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
|       | WNED BY            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 1,242,862 (see Item 5)                                             |  |  |
|       | EACH               | 9                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | SOLE DISPOSITIVE POWER                                             |  |  |
|       | PORTING            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
|       | PERSON<br>WITH     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | - 0 - (see Item 5)                                                 |  |  |
|       | WIII               | 10                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | SHARED DISPOSITIVE POWER                                           |  |  |
|       |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 1,242,862 (see Item 5)                                             |  |  |
| 11    | ACCDECATE A        | MOLINT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |  |  |
| 11    | AGGREGATE A        | INIOUIVI                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | DENEFICIALET OWNED DT EACH REFORTING LERSON                        |  |  |
|       | 1,242,862 (see Ite | em 5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                    |  |  |
| 12    | 12 CHECK IF THE A  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |  |  |
|       |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
|       | 0                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
| 13    | PERCENT OF C       | LASS RE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | PRESENTED BY AMOUNT IN ROW (11)                                    |  |  |
|       |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
|       |                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
|       | 23.9%              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                    |  |  |
| 14    |                    | RTING PI                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | ERSON (See Instructions)                                           |  |  |

This Amendment No. 7 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D, originally filed with the Securities and Exchange Commission (the "Commission") on March 18, 2005, and as amended by Amendment No. 1 filed on November 23, 2005, and further amended by Amendment No. 2 filed on January 30, 2007, and further amended by Amendment No. 3 filed on March 12, 2007, and further amended by Amendment No. 4 filed on March 26, 2007, and further amended by Amendment No. 5 filed on February 29, 2008, and further amended by Amendment No. 6 filed on March 20, 2008 (the "Statement") by Wynnefield Partners Small Cap Value, L.P. (the "Partnership"), Wynnefield Partners Small Cap Value, L.P. I (the "Partnership"), Wynnefield Small Cap Value Offshore Fund, Ltd. (the "Fund"), Wynnefield Capital Management, LLC ("WCM"), Wynnefield Capital, Inc. ("WCI"), Channel Partnership II, L.P. ("Channel"), Wynnefield Capital Inc. Profit Sharing Plan Inc. ("Profit Sharing Plan"), Nelson Obus ("Mr. Obus"), and Joshua Landes ("Mr. Landes"), with respect to shares of common stock, \$0.001 par value (the "Shares"), of TeamStaff, Inc., a New Jersey corporation with its principal executive offices located at 300 Atrium Drive, South Plainfield, NJ 08873 (the "Issuer"). Unless specifically amended hereby, the disclosures set forth in the Statement shall remain unchanged.

#### **Item 3. Source and Amount of Funds or Other Consideration**

The securities reported in this Statement as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$3,900,000 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

#### Item 5. Interest in Securities of the Issuer.

(a) - (c) As of July [\_\_], 2011, the Wynnefield Reporting Persons beneficially owned in the aggregate 1,347,925 Shares, constituting approximately 25.6% of the outstanding Shares (the percentage of Shares owned being based upon 5,140,232 Shares outstanding on January 3, 2011, as set forth in the Issuer's most recent report on Form 10-K for the year ended December 31, 2010, filed with the Commission on February 14, 2011, plus an aggregate of 53,846 Shares issuable to the Wynnefield Reporting Persons upon exercise of the Warrants (as defined herein)). The following table sets forth certain information with respect to Shares directly beneficially owned by the Wynnefield Reporting Persons listed below:

| <u>Name</u>             | Number of Shares | Percentage of Outstanding Shares |
|-------------------------|------------------|----------------------------------|
| Partnership*            | 353,635          | 6.9%                             |
| Partnership-I *         | 461,158          | 8.9%                             |
| Fund **                 | 428,072          | 8.3%                             |
| Channel ***             | 12,500           | 0.2%                             |
| Profit Sharing Plan *** | 92,563           | 1.8%                             |

- \* WCM has an indirect beneficial ownership interest in these Shares. Percentage of outstanding Shares based on 5,140,232 outstanding Shares plus 21,538 Shares issuable upon exercise of the Warrants held by Partnership.
- \*\* WCI has an indirect beneficial ownership interest in these Shares. Percentage of Partnership-I based on 5,140,232 outstanding Shares plus 32,308 Shares issuable upon exercise of the Warrants held by Partnership-I.
- \*\*\* Mr. Obus has and indirect beneficial ownership in these Shares.

Percentage of Partnership based on outstanding shares plus Partnership Warrants

Percentage of Partnership-I based on outstanding shares plus Partnership Warrants.

WCM is the sole general partner of the Partnership and Partnership-I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Shares that Partnership and Partnership-I beneficially own. WCM, as the sole general partner of Partnership and Partnership-I, has the sole power to direct the voting and disposition of the Shares that Partnership and Partnership-I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Shares that WCM may be deemed to beneficially own.

Each of Messrs. Obus and Landes, as a co-managing member of WCM, shares with the other the power to direct the voting and disposition of the Shares that WCM may be deemed to beneficially own. WCI is the sole investment manager of the Fund and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Shares that the Fund beneficially owns.

WCI as the sole investment manager of Fund, has the sole power to direct the voting and disposition of the Shares that the Fund beneficially owns. Messrs. Obus and Landes are executive officers of WCI and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Shares that WCI may be deemed to beneficially own. Each of Messrs. Obus and Landes, as executive officers of WCI, shares with the other the power to direct the voting and disposition of the Shares that WCI may be deemed to beneficially own.

Mr. Obus is the portfolio manager for the Profit Sharing Plan and accordingly, Mr. Obus may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that the Profit Sharing Plan may be deemed to beneficially own. Mr. Obus, as a portfolio manager for the Profit Sharing Plan, has the sole power to direct the voting and disposition of the shares of Common Stock beneficially owned by the Profit Sharing Plan.

Mr. Obus is the general partner of Channel and accordingly, Mr. Obus may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that Channel may be deemed to beneficially own. Mr. Obus, as the general partner of Channel, has the sole power to direct the voting and disposition of the shares of Common Stock beneficially owned by Channel.

Beneficial ownership of the Shares shown on the cover pages of and set forth elsewhere in this Statement for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over 1,347,928 Shares, constituting approximately 25.6% of the outstanding Shares (the percentage of Shares owned being based upon 5,140,232 Shares outstanding on January 3, 2011, as set forth in the Issuer's most recent report on Form 10-K for the year ended December 31, 2010, filed with the Commission on February 14, 2011, plus an aggregate of 53,846 Shares issuable to the Wynnefield Reporting Persons upon exercise of the Warrants).

The filing of this Statement and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Statement.

Except as set forth below, to the best knowledge of the Wynnefield Reporting Persons, except as described in this Statement, none of the Wynnefield Reporting Persons, any general partner, executive officer or director thereof, as applicable, beneficially owns any Shares, and there have been no transactions in the Shares affected during the past 60 days, by the Wynnefield Reporting Persons, any person in control of the Wynnefield Reporting Persons (ultimately or otherwise), or any general partner, executive officer or director thereof, as applicable.

On June 1, 2011, Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I (collectively, the "Purchasers") entered into a Debenture Purchase Agreement (the "Purchase Agreement") with the Issuer, pursuant to which the Purchasers made a standby commitment to purchase up to an aggregate principal amount of \$350,000 of convertible debentures of the Issuer from time to time in accordance with the Purchase Agreement. As of the date hereof, no convertible debentures have been purchased under the Purchase Agreement. In consideration for the Purchasers entering into the Purchase Agreement, the Issuer issued warrants to purchase 21,538 and 32,308 Shares to Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I, respectively (the "Warrants").

- (d) No person, other than each member of the Wynnefield Reporting Persons referred to as the direct beneficial owner of the Shares set forth in this response to Item 5, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Shares.
- (e) Not applicable.

|                     | _     |                     |
|---------------------|-------|---------------------|
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#### Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

To the best knowledge of the Wynnefield Reporting Persons, any person in control (ultimately or otherwise) of the Wynnefield Reporting Persons, or any general partner, executive officer or director thereof, as applicable, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Wynnefield Reporting Persons, and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

#### **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.

Date: July 8, 2011

## WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

## WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

# WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus

Nelson Obus, President

# WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

/s/ Nelson Obus

Nelson Obus, Individually