

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

FORM 13F COVER PAGE

REPORT FOR THE CALENDAR QUARTER ENDED JUNE 30, 2008

Check here if Amendment

This Amendment (check only one)
 is a restatement
 adds new holdings entries

13F CON P
2/9/2010

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NON-PUBLIC

CONFIDENTIAL TREATMENT DENIED

Institutional Investment Manager Filing this Report:

Name: Wynnefield Capital Management, LLC

Address: 450 Seventh Avenue – Suite 509, New York, New York 10123

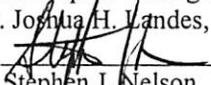
Form 13F File Number: 28-7006

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person signing this Report on Behalf of Reporting Manager:

Name: Stephen J. Nelson
Title: Attorney-In-Fact for Joshua H. Landes, Member, General Partner of Wynnefield Capital, Inc.
Phone: (914) 220-1910 for Stephen J. Nelson or (212) 760-0814 for Joshua H. Landes

Signature, Place, and Date of Signing

Wynnefield Capital Management LLC
By: Mr. Joshua H. Landes, Member
By: 
Stephen J. Nelson
White Plains, New York
August 13, 2008

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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**FORM 13F Summary Page
Report Summary:**

Number of Other Managers: 1
Form 13F Information Table Entry Total: 54
Form 13F Information Table Value Total: \$339,058,000

List of Other Included Managers:

<u>No.</u>	<u>Name</u>	<u>Form 13F File Number</u>
1	Wynnefield Capital, Inc.	28-7006

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F INFORMATION TABLE

Name of Reporting Manager: WYNNEFIELD CAPITAL MANAGEMENT, LLC
 Name of Manager No. 1: WYNNEFIELD CAPITAL, INC.

(SEC USE ONLY)

Column 1:	Column 2:	Column 3:	Column 4:	Column 5:			Column 6:	Column 7:	Column 8:		
Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (in thousands)	Shares or Principal Amount	SH/PRN	Put/Call	Investment discretion	Other Managers	Voting Authority		
									Sole	Shared	None
Acme Communication Inc.	COM	004631107	3,866	2,801,153	SH		OTHER	Filer + No. 1	2,801,153		
Allied Defense Group Inc.	COM	019118108	2,919	523,205	SH		OTHER	Filer + No. 1	523,205		
Angelica Corp.	COM	034663104	6,789	319,200	SH		OTHER	Filer + No. 1	319,200		
Breeze Eastern Corp.	COM	106764103	13,754	1,261,790	SH		OTHER	Filer + No. 1	1,261,790		
Cagle's Inc.	CL A	127703106	1,435	237,400	SH		OTHER	Filer + No. 1	237,400		
Core Mark Holding Co. Inc.	COM	218681104	21,227	810,172	SH		OTHER	Filer + No. 1	810,172		
Cornell Companies Inc.	COM	219141108	60,712	2,518,109	SH		OTHER	Filer + No. 1	2,518,109		
Crown Crafts Inc.	COM	228309100	5,255	1,451,725	SH		OTHER	Filer + No. 1	1,451,725		
Dyegy Inc. Del.	CL A	26817G102	7,011	820,000	SH		OTHER	Filer + No. 1	820,000		
Easylink Services International, Corp.	CL A	277858106	6,440	1,905,200	SH		OTHER	Filer + No. 1	1,905,200		
Eurand NV	SHS	N31010106	10,390	726,550	SH		OTHER	Filer + No. 1	726,550		
Encorium Group Inc.	COM	29257R109	154	99,165	SH		OTHER	Filer + No. 1	99,165		
Entertainment Dist. Co. Inc.	COM	29382J105	787	1,606,792	SH		OTHER	Filer + No. 1	1,606,792		
Federal Signal Corp.	COM	313855108	1,924	160,300	SH		OTHER	Filer + No. 1	160,300		
Fredericks Hollywood Group I	COM	35582T108	352	234,570	SH		OTHER	Filer + No. 1	234,570		
G-III Apparel Group, LTD.	COM	36237H101	4,883	395,700	SH		OTHER	Filer + No. 1	395,700		
Gentek Inc.	COM NEW	37245X203	1,165	43,326	SH		OTHER	Filer + No. 1	43,326		
Global Industries Ltd.	COM	379336100	5,473	305,262	SH		OTHER	Filer + No. 1	305,262		

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Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (in thousands)	Shares or Principal Amount	SH/PRN	Put/Call	Investment discretion	Other Managers	Voting Authority		
									Sole	Shared	None
Gold Fields Ltd. NEW	SPONSORED ADR	38059T106	696	55,000	SH		OTHER	Filer + No. 1	55,000		
Goldcorp Inc. NEW	COM	380956409	2,770	60,000	SH		OTHER	Filer + No. 1	60,000		
Golden Enterprises Inc.	COM	381010107	32	16,200	SH		OTHER	Filer + No. 1	16,200		
Halozyme Therapeutics Inc.	COM	40637H109	2,636	490,000	SH		OTHER	Filer + No. 1	490,000		
Highland Acquisition Corp.	UNIT 99/99/999	430880203	1,169	127,100	SH		OTHER	Filer + No. 1	127,100		
Hooper Holmes Inc.	COM	439104100	836	820,000	SH		OTHER	Filer + No. 1	820,000		
Landec Corp.	COM	514766104	7,370	1,139,127	SH		OTHER	Filer + No. 1	1,139,127		
Langer Inc.	COM	515707107	375	309,898	SH		OTHER	Filer + No. 1	309,898		
Layne Christensen Co.	COM	521050104	4,409	100,690	SH		OTHER	Filer + No. 1	100,690		
Life Sciences Research, Inc.	COM	532169109	2,850	100,927	SH		OTHER	Filer + No. 1	100,927		
MIND C.T.I. Ltd.	ORD	M70240102	627	602,700	SH		OTHER	Filer + No. 1	602,700		
Motorcar Parts America Inc.	COM	620071100	2,795	370,150	SH		OTHER	Filer + No.1	370,150		
MVC Capital Inc.	COM	553829102	29,135	2,128,214	SH		OTHER	Filer + No. 1	2,128,214		
National Coal Corp.	COM NEW	632381208	2,592	292,242	SH		OTHER	Filer + No. 1	292,242		
Nevada Gold & Casinos Inc.	COM	64126Q206	2,103	1,709,792	SH		OTHER	Filer + No. 1	1,709,792		
Nobel Learning Communities Inc.	COM	654889104	16,964	1,218,692	SH		OTHER	Filer + No. 1	1,218,692		
Omega Protein Corp.	COM	68210P107	9,852	659,000	SH		OTHER	Filer + No. 1	659,000		
Outdoor Channel Holdings Inc.	COM NEW	690027206	1,664	238,400	SH		OTHER	Filer + No. 1	238,400		
PHC Inc. Mass.	CL A	693315103	285	110,000	SH		OTHER	Filer + No. 1	110,000		
Pet DRX Corp.	COM	715813101	2,739	758,797	SH		OTHER	Filer + No. 1	758,797		

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Column 1:	Column 2:	Column 3:	Column 4:	Column 5:	Column 6:	Column 7:	Column 8:				
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									Sole	Shared	None
Pet DRX Corp.	*W EXP 03/17/201	715813119	600	1,538,500	SH		OTHER	Filer + No. 1	1,538,500		
Pet DRX Corp.	UNIT 03/17/2010	715813200	0	10,000	SH		OTHER	Filer + No. 1	10,000		
Physicians Formula Holdings Inc.	COM	719427106	155	16,625	SH		OTHER	Filer + No. 1	16,625		
Princeton Review Inc.	COM	742352107	4,739	700,968	SH		OTHER	Filer + No. 1	700,968		
Proshares TR	ULTSHR RU20000	74347R834	29,550	375,000	SH		OTHER	Filer + No. 1	375,000		
Prospect Medical Holdings Inc.	CL A	743494106	1,565	430,000	SH		OTHER	Filer + No. 1	430,000		
Rand Logistics, Inc.	COM	752182105	2,011	358,424	SH		OTHER	Filer + No. 1	358,424		
Rosetta Resources Inc.	COM	777779307	19,095	670,000	SH		OTHER	Filer + No. 1	670,000		
Russ Berrie & Co.	COM	782233100	2,710	340,000	SH		OTHER	Filer + No. 1	340,000		
Summer Infant, Inc.	COM	865646103	8,059	1,878,465	SH		OTHER	Filer + No. 1	1,878,465		
Summer Infant, Inc.	*W EXP 04/20/2000	865646111	138	432,000	SH		OTHER	Filer + No. 1	432,000		
Teamstaff Inc.	COM PAR \$.001	87815U303	1,991	1,020,819	SH		OTHER	Filer + No. 1	1,020,819		
Techteam Global Inc.	COM	878311109	4,676	437,000	SH		OTHER	Filer + No. 1	437,000		
Tetra Technologies Inc. Del.	COM	88162F105	11,382	480,045	SH		OTHER	Filer + No. 1	480,045		
Unifi Inc.	COM	904677101	983	390,000	SH		OTHER	Filer + No. 1	390,000		
White Electronic Designs Corp.	COM	963801105	4,969	1,082,601	SH		OTHER	Filer + No. 1	1,082,601		
TOTAL			339,058	37,686,995							