

Roche Robert W.
Form SC 13D/A
July 06, 2011

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 4)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

ACORN INTERNATIONAL, INC.

(Name of issuer)

Ordinary Shares*

American Depositary Shares

(Title of class of securities)

004854105**

(CUSIP number)

Theresa Roche

OAR Management, Inc.

9746 S. Roberts Road

Palos Hills, IL 60465

708-430-9337

(Name, address and telephone number of person authorized to receive notices and communications)

July 6, 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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies of this statement are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

* Not for trading, but only in connection with the registration of American Depositary Shares each representing three ordinary shares.

** This CUSIP applies to the American Depositary Shares.

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

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

Robert W. Roche

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
PF

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
United States of America

SOLE VOTING POWER

7

NUMBER OF 13,900,959

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 13,900,959
WITH	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,900,959¹

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.56%²

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1) Includes (i) 12,053,094 ordinary shares and 333,815 American Depositary Shares, each of which represents 3 ordinary shares (ADSs), held by Acorn Composite Corporation, of which Mr. Roche is the sole owner; and (ii) 282,140 ADSs held by The Robert Roche 2009 Declaration of Trust, of which Mr. Roche is trustee.

2) Based on 89,311,634 total outstanding ordinary shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in its Annual Report on Form 20-F filed with the SEC on April 27, 2011 (the 20-F)

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

Acorn Composite Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Nevada

SOLE VOTING POWER

7

NUMBER OF 13,054,539

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 13,054,539
WITH	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,054,539³

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.62%⁴

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

3) Includes 12,053,094 ordinary shares and 333,815 ADSs held by Acorn Composite Corporation.

4) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

The Robert Roche 2009 Declaration of Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Illinois

SOLE VOTING POWER

7

NUMBER OF 846,420

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
846,420

WITH **10** SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
846,420⁵

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.95%⁶

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

5) Includes 282,140 ADSs held by The Robert Roche 2009 Declaration of Trust.

6) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

The Grand Crossing Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Illinois

SOLE VOTING POWER

7

NUMBER OF 1,846,291

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 1,846,291
WITH	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,846,291⁷

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.07%⁸

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

7) Includes 1,846,291 ordinary shares held by The Grand Crossing Trust.

8) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

The Felicitas Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Illinois

SOLE VOTING POWER

7

NUMBER OF 1,675,833

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 1,675,833
WITH	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,675,833⁹

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.88%¹⁰

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

9) Includes 558,611 ADSs held by The Felicitas Trust.

10) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

The Moore Bay Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Alaska

SOLE VOTING POWER

7

NUMBER OF 1,751,760

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 1,751,760
WITH	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,751,760¹

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.96%¹²

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

11) Includes 583,920 ADSs held by The Moore Bay Trust.

12) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

Edward J. Roche, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
PF

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
United States of America

SOLE VOTING POWER

7

NUMBER OF 1,792,685

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 3,522,124

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 1,792,685
WITH	10	SHARED DISPOSITIVE POWER 3,522,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,314,809¹³

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.95%¹⁴

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

13) Includes (i) 1,250 ordinary shares and 13,225 ADSs held directly by Mr. Edward J. Roche, Jr.; (ii) 583,920 ADSs held by The Moore Bay Trust, for which Mr. Roche is a trustee and exercises sole dispositive and voting power; (iii) 1,846,291 ordinary shares held by The Grand Crossing Trust, for which Mr. Roche is a co-trustee and exercises shared dispositive and voting power; and (iv) 558,611 ADSs held by The Felicitas Trust, for which Mr. Roche is a co-trustee and exercises shared dispositive and voting power.

14) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

Joseph Cachey, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
PF

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
United States of America

SOLE VOTING POWER

7

NUMBER OF 15,500

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 3,522,124

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER 15,500
WITH	10	SHARED DISPOSITIVE POWER 3,522,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,537,624¹⁵

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.96%¹⁶

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

15) Includes (i) 500 ordinary shares and 5,000 ADSs held directly by Mr. Joseph Cachey, Jr.; (ii) 1,846,291 ordinary shares held by The Grand Crossing Trust, for which Mr. Cachey is a co-trustee and exercises shared dispositive and voting power; and (iii) 558,611 ADSs held by The Felicitas Trust, for which Mr. Cachey is a co-trustee and exercises shared dispositive and voting power.

16) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

EXPLANATORY NOTE

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (Amendment No. 4). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein. Robert W. Roche and the other parties described below determined that they may be deemed a group pursuant to Securities Exchange Act Rule 13d-5(b)(1). The Reporting Persons expressly disclaim status as a group for purposes of the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

On July 5, 2011, Bireme Limited (the Purchaser and, together with Robert W. Roche, Don Dongjie Yang and Ritsuko Hattori-Roche, the Bidders), announced the expiration and preliminary results of its tender offer to purchase ordinary shares, par value \$0.01 per share (Ordinary Shares), of Acorn International, Inc. (Acorn) (NYSE: ATV), and American Depositary Shares of Acorn (ADSs), each representing three Ordinary Shares, in an aggregate amount not to exceed 20,000,000 Ordinary Shares (taking into account both Ordinary Shares that are tendered and Ordinary Shares underlying ADSs that are tendered). The offer price is \$2.00 per Ordinary Share, which represents \$6.00 per ADS, in cash, without interest. The offer expired at 5:00 p.m. New York City time on July 1, 2011.

Based on preliminary information provided by Computershare Trust Company, N.A. who is acting as Ordinary Shares Tender Agent, and Citibank, N.A., who is acting as ADS Tender Agent, a total of approximately 28,326,339 Ordinary Shares of Acorn, including Ordinary Shares represented by approximately 9,325,576 ADSs, have been tendered and not withdrawn (including 108,366 Ordinary Shares subject to guaranteed delivery) prior to the expiration of the tender offer.

The amount of Ordinary Shares tendered and not withdrawn has exceeded the maximum tender amount of 20,000,000 Ordinary Shares. As a result, Bireme will accept for payment and purchase validly tendered shares on a pro rata basis pursuant to the Offer to Purchase. The resulting estimated proration factor is approximately 70.9% of the Ordinary Shares validly tendered and not withdrawn. Certain adjustments will be made to avoid purchases of fractional Ordinary Shares or ADSs. All Ordinary Shares and ADSs tendered but not accepted for payment in the tender offer will be returned to the tendering shareholders.

The number of Ordinary Shares (including Ordinary Shares represented by ADSs) validly tendered and not withdrawn and the estimated proration factor are preliminary and subject to verification. The actual number of Ordinary Shares validly tendered and not withdrawn and the final proration factor will be announced promptly following the completion of the verification process, which is expected to be on or before July 12, 2011.

Signature

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

Dated: July 6, 2011

Robert W. Roche

/s/ Robert W. Roche

Edward J. Roche, Jr.

/s/ Edward J. Roche Jr.

Acorn Composite Corporation

By: /s/ Robert W. Roche

Name: Robert W. Roche

Title: Director

Joseph Cachey, Jr.

/s/ Joseph Cachey, Jr.

The Robert Roche 2009 Declaration of Trust

By: /s/ Robert W. Roche

Name: Robert W. Roche

Title: Trustee

The Moore Bay Trust

By: /s/ Edward J. Roche, Jr.

Name: Edward J. Roche, Jr.

Title: Trustee

The Grand Crossing Trust

By: /s/ Edward J. Roche, Jr.

Name: Edward J. Roche, Jr.

Title: Trustee

The Felicitas Trust

By: /s/ Edward J. Roche, Jr.

Name: Edward J. Roche, Jr.

Title: Trustee

By: /s/ Joseph Cachey, Jr.

Name: Joseph Cachey, Jr.

Title: Trustee

By: /s/ Joseph Cachey, Jr.

Name: Joseph Cachey, Jr.

Title: Trustee