

Roche Robert W.
Form SC 13D/A
June 03, 2011

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)
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

Roche Family Office

9746 S. Roberts Road

Palos Hills, IL 60465

708-430-9337

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

June 3, 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

SHARES BENEFICIALLY OWNED BY **8**

0

SOLE DISPOSITIVE POWER

EACH REPORTING **9**

PERSON 13,900,959

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,900,959¹

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

15.56%²

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

7 SOLE VOTING POWER

NUMBER OF 13,054,539

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER 0

9 EACH REPORTING SOLE DISPOSITIVE POWER

PERSON 13,054,539

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,054,539³

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.62%⁴

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

7 SOLE VOTING POWER

NUMBER OF 846,420

8 SHARES BENEFICIALLY OWNED BY 0 SHARED VOTING POWER

9 EACH REPORTING 0 SOLE DISPOSITIVE POWER

PERSON 846,420

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

846,420⁵

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.95%⁶

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,846,291

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,846,291⁷

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.07%⁸

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

7 SOLE VOTING POWER

NUMBER OF 1,675,833

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
0

9 EACH REPORTING SOLE DISPOSITIVE POWER

PERSON 1,675,833

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,675,833⁹

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.88%¹⁰

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Alaska

7 SOLE VOTING POWER

NUMBER OF 1,751,760

8 SHARES BENEFICIALLY OWNED BY 0 SHARED VOTING POWER

9 EACH REPORTING 0 SOLE DISPOSITIVE POWER

PERSON 1,751,760
WITH SHARED DISPOSITIVE POWER
10
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)
o

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

SOLE DISPOSITIVE POWER

9

EACH REPORTING

PERSON 1,792,685

WITH SHARED DISPOSITIVE POWER

10

3,522,124

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,314,809¹³

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.95%¹⁴

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF 15,500

8 SHARES BENEFICIALLY OWNED BY 3,522,124
SHARED VOTING POWER

9 EACH REPORTING SOLE DISPOSITIVE POWER

PERSON 15,500

WITH SHARED DISPOSITIVE POWER

10

3,522,124

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,537,624¹⁵

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.96%¹⁶

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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. 3 to the Schedule 13D filed by the undersigned (Amendment No. 3). This Amendment No. 3 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 June 3, 2011, Bireme Limited, a Cayman Islands company (Bireme), Mr. Robert Roche, Ms. Ritsuko Hattori-Roche and Mr. Don Dongjie Yang commenced a tender offer to purchase Shares and ADSs in an aggregate amount not to exceed 20,000,000 Shares (taking into account both Shares that are tendered and Shares underlying ADSs that are tendered) for \$2.00 per Share, which represents \$6.00 per ADS, in cash without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 3, 2011 (the Offer to Purchase) and in the related Letter of Transmittal to Tender Shares (the Share Letter of Transmittal) and the Letter of Transmittal to Tender ADSs (the ADS Letter of Transmittal, and together with the Share Letter of Transmittal, the Letters of Transmittal), as applicable. Such offer, as amended or supplemented from time to time, is referred to as the Offer.

The Offer will expire at 5:00 p.m., New York City time, on July 1, 2011, unless the Offer is extended. The Offer is subject to the terms and conditions set forth in the Offer to Purchase and in the related Letters of Transmittal, each of which are filed as exhibits to the Schedule TO filed by Bireme, Mr. Roche, Ms. Hattori-Roche and Mr. Yang with the Securities and Exchange Commission on the date hereof. The foregoing description of the Offer is only a summary, does not purport to be complete and is qualified in its entirety by reference to the Schedule TO and the exhibits thereto. The Schedule TO is listed as Exhibit (b) hereto and is incorporated herein by reference.

Item 5. Interest in Securities of Issuer

Item 5(a) and Item 5(b) are hereby amended and restated to read as follows:

(a)-(b) The following information with respect to the ownership of the Shares (including Shares represented by ADSs) by the Reporting Persons is provided as of June 3, 2011:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Robert W. Roche	13,900,959	15.56%	13,900,959	0	13,900,959	0
Acorn Composite Corporation	13,054,539	14.62%	13,054,539	0	13,054,539	0
The Robert Roche 2009 Declaration of Trust	846,420	0.95%	846,420	0	846,420	0
Grand Crossing Trust	1,846,291	2.07%	1,846,291	0	1,846,291	0
The Felicitas Trust	1,675,833	1.88%	1,675,833	0	1,675,833	0
Moore Bay Trust	1,751,760	1.96%	1,751,760	0	1,751,760	0
Edward J. Roche, Jr.	5,314,809	5.95%	1,792,685	3,522,124	1,792,685	3,522,124
Joseph Cachey, Jr.	3,537,624	3.96%	15,500	3,522,124	15,500	3,522,124

The Reporting Persons disclaim any membership in a group for purposes of this Schedule 13D.

Item 5(c) is hereby amended and restated to read as follows:

(c) During the past 60 days, the Reporting Persons have not entered into any transaction in the Shares (including Shares represented by ADSs).

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended to add the following:

- 9 -

On June 3, 2011, Mr. Robert Roche, Ms. Ritsuko Hattori-Roche, Mr. Don Dongjie Yang and Bireme commenced a partial cash tender for Shares and ADSs in a maximum aggregate amount not to exceed 20,000,000 Shares, as described in further detail in Item 4.

Item 7. Material to be Filed as an Exhibit

Item 7 is hereby amended to add the following exhibits:

- (b) Schedule TO dated June 3, 2011, filed by Bireme Limited, Robert Roche, Ritsuko Hattori-Roche and Don Dongjie Yang (filed by the foregoing with the Securities and Exchange Commission on June 3, 2011 and incorporated herein by reference).

- 10 -

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: June 3, 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