

Roche Robert W.  
Form SC 13G/A  
February 03, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Amendment No. 2)**

Under the Securities Exchange Act of 1934

**Acorn International, Inc.**

(Name of Issuer)

**Ordinary Shares\***

**American Depositary Shares**

(Title of Class of Securities)

**004854105\*\***

(CUSIP Number)

**December 31, 2009**

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

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 3 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).

CUSIP No. 004854105

SCHEDULE 13G

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Robert W. Roche  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America  
5 SOLE VOTING POWER

NUMBER OF

13,138,739 ordinary shares<sup>1</sup>  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

13,138,739 ordinary shares<sup>1</sup>  
PERSON 8 SHARED DISPOSITIVE POWER  
WITH

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,138,739 ordinary shares<sup>1</sup>  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.8%<sup>2</sup>

12 TYPE OF REPORTING PERSON

IN

<sup>1</sup> Includes (i) 12,053,094 ordinary shares; (ii) 339,215 American Depositary shares, each representing 3 ordinary shares, including 5,400 ADS owned personally by Mr. Robert W. Roche and 333,815 ADS held by Acorn Composite Corporation, of which Mr. Robert W. Roche is the sole owner; and (iii) 68,000 ordinary shares issuable upon the exercise of stock appreciation rights, or SARs, held by Mr. Roche.

<sup>2</sup> Based on 88,924,915 total shares, which includes (i) 88,856,915 outstanding ordinary shares as of December 31, 2009; and (ii) 68,000 ordinary shares issuable pursuant to SARs held by Mr. Roche.

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Acorn Composite Corporation  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

5 ☐ SOLE VOTING POWER

NUMBER OF

13,070,739<sup>3</sup>  
SHARES 6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON 13,070,739<sup>3</sup>  
8 ☐ SHARED DISPOSITIVE POWER  
WITH

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,070,739<sup>3</sup>  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.7%<sup>4</sup>

12 TYPE OF REPORTING PERSON

CO

<sup>3</sup> Includes (i) 12,053,094 ordinary shares; and (ii) 339,215 American Depositary shares, each representing 3 ordinary shares.

<sup>4</sup> Based on 88,856,915 outstanding ordinary shares as of December 31, 2009.

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**Item 1 (a)** Name of Issuer:

Acorn International, Inc. ( Issuer )

**Item 1 (b)** Address of Issuer's Principal Executive Offices:

18F, 20Baoshiyuan Building, 487Tianlin Lu, Shanghai 200233, People's Republic of China

**Item 2 (a)** Name of Person Filing:

Robert W. Roche

Acorn Composite Corporation

**Item 2 (b)** Address of Principal Business Office or, If None, Residence; Citizenship

Robert W. Roche

c/o Acorn International Inc.

18F, 20Baoshiyuan Building, 487Tianlin Lu

Shanghai 200233

People's Republic of China

Acorn Composite Corporation

350 S. Centre Street, Suite 500

Reno, NV 89501

USA

**Item 2 (c)** Citizenship

Robert W. Roche - United States of America

Acorn Composite Corporation - Nevada

**Item 2 (d)** Title of Class of Securities:

Ordinary shares, par value US\$0.01

American Depositary Shares

**Item 2 (e)** CUSIP Number:

004854105

**Item 3.** Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.

**Item 4. Ownership**

| Reporting Person            | Amount<br>beneficially<br>owned: | Percent<br>of class: | Sole power<br>to vote or<br>direct<br>the vote: | Shared<br>power to<br>vote or to<br>direct<br>the vote: | Sole power to<br>dispose or to<br>direct the<br>disposition of: | Shared power<br>to dispose or to<br>direct the<br>disposition of: |
|-----------------------------|----------------------------------|----------------------|-------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------|
| Robert W. Roche             | 13,138,739<br>ordinary<br>shares | 14.8% <sup>5</sup>   | 13,138,739<br>ordinary<br>shares                | 0                                                       | 13,138,739<br>ordinary<br>shares                                | 0                                                                 |
|                             | 13,070,739                       |                      | 13,070,739                                      |                                                         | 13,070,739                                                      |                                                                   |
| Acorn Composite Corporation | ordinary<br>shares               | 14.7% <sup>6</sup>   | ordinary<br>shares                              | 0                                                       | ordinary<br>shares                                              | 0                                                                 |

Mr. Roche is the sole owner of Acorn Composite Corporation. Accordingly, Mr. Roche may be deemed to beneficially own all of the shares held by Acorn Composite Corporation.

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certifications**

Not applicable.

<sup>5</sup> Based on 88,924,915 total shares, which includes (i) 88,856,915 outstanding ordinary shares as of December 31, 2009; and (ii) 68,000 ordinary shares issuable pursuant to SARs held by Mr. Roche.

<sup>6</sup> Based on 88,856,915 outstanding ordinary shares as of December 31, 2009.

**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. In addition, by signing below, the undersigned agrees that this Schedule 13G may be filed jointly on behalf of each of the Reporting Persons.

Dated: January 28, 2010

Robert W. Roche

/s/ ROBERT W. ROCHE

Acorn Composite Corporation

By: /s/ ROBERT W. ROCHE  
Name: **Robert W. Roche**  
Title: **Director**

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**LIST OF EXHIBITS**

**Exhibit**

| <b>No.</b> | <b>Description</b>     |
|------------|------------------------|
| A          | Joint Filing Agreement |