

Roche Robert W.
Form SC 13G/A
February 03, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)

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, 2008

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(Date of Event Which Requires Filing of this Statement)

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).

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

Robert W. Roche

2 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

SHARES 14,004,344 ordinary shares¹
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 14,004,344 ordinary shares¹
8 SHARED DISPOSITIVE POWER
WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,004,344 ordinary shares¹

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

15.9%²

12 TYPE OF REPORTING PERSON*

IN

¹ Includes (i) 12,053,094 ordinary shares; (ii) 630,000 American Depositary Shares, each representing 3 ordinary shares, held by Acorn Composite Corporation, of which Mr. Robert W. Roche is the sole owner; and (iii) 61,250 ordinary shares issuable upon the exercise of stock appreciation rights, or SARs, held by Mr. Roche, which includes SARS vesting within 60 days of December 31, 2008.

² Based on 88,270,618 total shares, which includes (i) 88,209,368 outstanding ordinary shares as of December 31, 2008; and (ii) 61,250 ordinary shares issuable pursuant to SARs held by Mr. Roche.

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

Acorn Composite Corporation

2 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

SHARES 13,943,094³
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 13,943,094³
8 SHARED DISPOSITIVE POWER
WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,943,094³

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

15.8%⁴

12 TYPE OF REPORTING PERSON*

CO

³ Includes (i) 12,053,094 ordinary shares; and (ii) 630,000 American Depositary Shares, each representing 3 ordinary shares.

⁴ Based on 88,209,368 outstanding ordinary shares as of December 31, 2008.

Item 1 (a) Name of Issuer:

Acorn International, Inc. (Issuer)

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

18F, 20 Baoshiyuan Building, 487 Tianlin 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, 20 Baoshiyuan Building, 487 Tianlin 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(a) Amount Beneficially Owned:

| Reporting Person | Amount beneficially owned: | Percent of class: | Sole power | | Sole power to dispose or to direct the disposition of: | Shared power to dispose or to direct the disposition of: |
|-----------------------------|----------------------------------|----------------------|-----------------------------------|---|---|---|
| | | | to vote or direct the vote: | Shared power to vote or to direct the vote: | | |
| Robert W. Roche | 14,004,344 ordinary shares | 15.9% ⁵ | 14,004,344 ordinary shares | 0 | 14,004,344 ordinary shares | 0 |
| Acorn Composite Corporation | 13,943,094 ordinary shares | 15.8% ⁶ | 13,943,094 ordinary shares | 0 | 13,943,094 ordinary 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.

⁵ Based on 88,270,618 total shares, which includes (i) 88,209,368 outstanding ordinary shares as of December 31, 2008; and (ii) 61,250 ordinary shares issuable pursuant to SARs held by Mr. Roche, which includes SARS vesting within 60 days of December 31, 2008.

⁶ Based on 88,209,368 outstanding ordinary shares as of December 31, 2008.

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: February 3, 2009

Robert W. Roche

/s/ Robert W. Roche

Acorn Composite Corporation

By: /s/ Robert W. Roche

Name: Robert W. Roche

Title: Director

LIST OF EXHIBITS

| Exhibit No. | Description |
|--------------------|------------------------|
| A | Joint Filing Agreement |