

ACORN ENERGY, INC.
Form DEFA14A
March 11, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

[] Preliminary Proxy Statement

[] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[] Definitive Proxy Statement

[X] **Definitive Additional Materials**

[] Soliciting Material Pursuant to 240.14a-12

ACORN ENERGY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Dear Fellow Acorn Energy Shareholders,

You should have received a proxy request to increase Acorn's authorized shares from 30 million shares to 42 million shares. Please vote your shares in favor today. We are currently one million votes short of the required 50% majority we need to pass the resolution.

You may recall that in August 2015 we entered into a loan agreement with Leap Tide Capital III to borrow \$2 million. That loan bore a 10% cash interest rate and there was also an equity kicker. Leap Tide received 850,000 shares for making the loan and vested rights to 179,000 shares for each month the loan was outstanding. Leap Tide agreed to make the loan even though we lacked the authorized shares to pay the full amount of shares under the vested rights. Failure to approve the share increase will result in a penalty where Leap Tide can put the vested share rights back to the company at \$.40 per share. This would be ruinous to the value of your investment in Acorn.

We need your help to approve the increase in the authorized shares so we avoid penalty. While I am no longer the CEO of Acorn, I remain the largest shareholder. I believe our interests are aligned to approve this share increase. We are very close. Please contact Acorn Energy's new CEO Jan Loeb at jloeb@acornenergy.com if you need any help voting your shares.

John Moore

