

Edgar Filing: ACA Capital Holdings Inc - Form SC 13G

ACA Capital Holdings Inc
Form SC 13G
December 28, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

(Amendment No.____) *

ACA CAPITAL HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

000833103

(CUSIP Number)

December 19, 2007

(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 the disclosures provided in a prior cover page.

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. 000833103

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ASPEN ADVISORS LLC
13-4118717

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORT- ING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 546,700
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 546,700

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

546,700

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

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

1.6%

12 TYPE OF REPORTING PERSON

OO, IA

2

CUSIP NO. 000833103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SOPRIS CAPITAL ADVISORS, LLC
20-3177754

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 2,691,400
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 2,691,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,691,400

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

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

7.7%

12 TYPE OF REPORTING PERSON

OO, IA

3

CUSIP NO. 000833103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SOPRIS PARTNERS SERIES A, of SOPRIS CAPITAL PARTNERS, L.P.
37-1520276

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,938,100
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,938,100

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,938,100

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

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

5.6%

12 TYPE OF REPORTING PERSON

PN

4

CUSIP NO. 000833103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SOPRIS CAPITAL, LLC
20-3978493

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORT- ING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,938,100
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,938,100

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,938,100

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

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

5.6%

12 TYPE OF REPORTING PERSON

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00

5

CUSIP NO. 000833103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NIKOS HECHT

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5

SOLE VOTING POWER
-0-

6

SHARED VOTING POWER
3,238,100

7

SOLE DISPOSITIVE POWER
-0-

8

SHARED DISPOSITIVE POWER
3,238,100

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,238,100

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

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

9.3%

12 TYPE OF REPORTING PERSON

IN

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Item 1.

(a) Name of Issuer:

ACA Capital Holdings, Inc.

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

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140 Broadway
New York, NY 10004

Item 2.

(a) Name of Persons Filing:

Aspen Advisors LLC ("Aspen Advisors")
Sopris Capital Advisors, LLC ("Sopris Advisors")
Sopris Partners Series A, of Sopris Capital Partners, L.P.
("Sopris Partners")
Sopris Capital, LLC ("Sopris Capital")
Nikos Hecht
(collectively, the "Reporting Persons")

(b) Address of Principal Business Office or, if none, Residence:

The principal business office of Aspen Advisors is 152 West 57th Street, New York, NY, 10019. The principal business office of each of Sopris Advisors, Sopris Partners, Sopris Capital and Mr. Hecht is 314 S. Galena Street, Suite 300, Aspen, CO 81611.

(c) Citizenship:

Aspen Advisors, Sopris Advisors and Sopris Capital are Delaware limited liability companies. Sopris Partners is a Delaware limited partnership. Mr. Hecht is a citizen of the United States.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

000833103

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Aspen Advisors:	546,700
Sopris Advisors:	2,691,400
Sopris Partners and Sopris Capital:	1,938,100
Mr. Hecht:	3,238,100

(b) Percent of class:

Aspen Advisors:	1.6%
Sopris Advisors:	7.7%
Sopris Partners and Sopris Capital:	5.6%
Mr. Hecht:	9.3%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Aspen Advisors:	-0-
Sopris Advisors:	-0-
Sopris Partners and Sopris Capital:	-0-
Mr. Hecht:	-0-

(ii) Shared power to vote or to direct the vote:

Aspen Advisors:	546,700
Sopris Advisors:	2,691,400
Sopris Partners and Sopris Capital:	1,938,100
Mr. Hecht:	3,238,100

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(iii) Sole power to dispose or to direct the disposition of:

Aspen Advisors:	-0-
Sopris Advisors:	-0-
Sopris Partners and Sopris Capital:	-0-
Mr. Hecht:	-0-

(iv) Shared power to dispose or to direct the disposition of:

Aspen Advisors:	546,700
Sopris Advisors:	2,691,400
Sopris Partners and Sopris Capital:	1,938,100
Mr. Hecht:	3,238,100

Of the shares reported as beneficially owned in this Schedule 13G, 1,938,100 shares are owned directly by Sopris Partners and 546,700 shares are owned by private clients of Aspen Advisors and 753,300 shares are owned by private clients of Sopris Advisors. Sopris Capital is the general partner of Sopris Partners and, as such, may be deemed to share beneficial ownership of the Common Stock owned directly by Sopris Partners. Mr. Hecht is the managing member of each of Aspen Advisors and of Sopris Advisors and the sole member of the

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managing member of Sopris Capital. As the managing member of Aspen Advisors and Sopris Advisors, the sole member of the managing member of Sopris Capital and the owner of a majority of the membership interests in each of Sopris Capital, Aspen Advisors and of Sopris Advisors, Mr. Hecht may be deemed to be the controlling person of Sopris Capital, Aspen Advisors and of Sopris Advisors, and through Sopris Capital, Sopris Partners. Each of Aspen Advisors and Sopris Advisors, as investment manager for their respective private clients, and with respect to Sopris Advisors, also as investment manager for Sopris Partners, has discretionary investment authority over the Common Stock held by their respective private clients and Sopris Partners, as applicable. Accordingly, Mr. Hecht may be deemed to be the beneficial owner of the Common Stock held by Sopris Partners and the private clients of Aspen Advisors and Sopris Advisors. Each of Sopris Partners and Sopris Capital disclaims any beneficial interest in the Common Stock owned by the accounts managed by Sopris Advisors and Aspen Advisors.

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.

Each of Aspen Advisors and Sopris Advisors serves as an investment manager for private clients, none of which, individually hold more than 5% of the Common Stock of the Issuer.

Item 7. Identification and Classification of the 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

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Item 9. Notice of Dissolution of Group.

NOT APPLICABLE

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Materials to be filed as Exhibits

Exhibit A Joint Filing Agreement, dated as of December 28, 2007, by and among the Reporting Persons.

10

SIGNATURE

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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: December 28, 2007

SOPRIS PARTNERS SERIES A, of SOPRIS
CAPITAL PARTNERS, L.P.

By: SOPRIS CAPITAL, LLC
Its general partner

By: /s/ NIKOS HECHT

Name: Nikos Hecht
Title: Sole Member of the Managing
Member

SOPRIS CAPITAL, LLC

By: /s/ NIKOS HECHT

Name: Nikos Hecht
Title: Sole Member of the Managing
Member

ASPEN ADVISORS LLC

By: /s/ NIKOS HECHT

Name: Nikos Hecht
Title: Managing Member

SOPRIS CAPITAL ADVISORS, LLC

By: /s/ NIKOS HECHT

Name: Nikos Hecht
Title: Managing Member

/s/ NIKOS HECHT

Nikos Hecht

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness

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and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is accurate.

Dated this 28th day of December, 2007.

SOPRIS PARTNERS SERIES A, of SOPRIS
CAPITAL PARTNERS, L.P.

By: SOPRIS CAPITAL, LLC
Its general partner

By: /s/ NIKOS HECHT

Name: Nikos Hecht
Title: Sole Member of the Managing
Member

SOPRIS CAPITAL, LLC

By: /s/ NIKOS HECHT

Name: Nikos Hecht
Title: Sole Member of the Managing
Member

ASPEN ADVISORS LLC

By: /s/ NIKOS HECHT

Name: Nikos Hecht
Title: Managing Member

SOPRIS CAPITAL ADVISORS, LLC

By: /s/ NIKOS HECHT

Name: Nikos Hecht
Title: Managing Member

/s/ NIKOS HECHT

Nikos Hecht