

Roche Robert W.
Form SC 13D/A
December 19, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)

ACORN INTERNATIONAL, INC.

(Name of Issuer)

Ordinary Shares**

American Depositary Shares
(Title of Class of Securities)

004854105***
(CUSIP Number)

Theresa Roche

Edgar Filing: Roche Robert W. - Form SC 13D/A

Roche Family Office

9746 S. Roberts Road

Palos Hills, IL 60465

Telephone: (708) 430-9337

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 9, 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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies 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).

CUSIP No.: 004854105

1 Names of Reporting Persons

Robert W. Roche

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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:

13,900,864

8 Shared Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

0

9 Sole Dispositive Power:

With

13,900,864

10 Shared Dispositive Power:

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

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13,900,864⁽¹⁾

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13 Percent of Class Represented by Amount in Row (11):

15.56%⁽²⁾

14 Type of Reporting Person (See Instructions):

IN

- (1) Includes (i) 12,052,999 ordinary shares and 333,815 American Depositary Shares, each of which represents 3 ordinary shares (ADSs), held by Acorn Composite Corporation, of which Mr. Robert W. Roche is the sole owner; and (ii) 282,140 ADSs held by The Robert Roche 2009 Declaration of Trust, of which Mr. Robert W. Roche is the 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).

CUSIP No.: 004854105

1 Names of Reporting Persons

Acorn Composite Corporation

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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:

13,054,444

8 Shared Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

0

9 Sole Dispositive Power:

With

13,054,444

10 Shared Dispositive Power:

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

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13,054,444⁽³⁾

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

13 Percent of Class Represented by Amount in Row (11):

14.62%⁽⁴⁾

14 Type of Reporting Person (See Instructions):

CO

(3) Includes 12,052,999 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.

CUSIP No.: 004854105

1 Names of Reporting Persons

The Robert Roche 2009 Declaration of Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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:

846,420

8 Shared Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

0

9 Sole Dispositive Power:

With

846,420

10 Shared Dispositive Power:

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

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846,420⁽⁵⁾

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

13 Percent of Class Represented by Amount in Row (11):

0.95%⁽⁶⁾

14 Type of Reporting Person (See Instructions):

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.

CUSIP No.: 004854105

1 Names of Reporting Persons

The Grand Crossing Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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:

1,846,291

8 Shared Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

0

9 Sole Dispositive Power:

With

1,846,291

10 Shared Dispositive Power:

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

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1,846,291⁽⁷⁾

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

13 Percent of Class Represented by Amount in Row (11):

2.07%⁽⁸⁾

14 Type of Reporting Person (See Instructions):

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.

CUSIP No.: 004854105

1 Names of Reporting Persons

The Felicitas Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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:

1,675,833

8 Shared Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

0

9 Sole Dispositive Power:

With

1,675,833

10 Shared Dispositive Power:

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

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1,675,833⁽⁹⁾

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

13 Percent of Class Represented by Amount in Row (11):

1.88%⁽¹⁰⁾

14 Type of Reporting Person (See Instructions):

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.

CUSIP No.: 004854105

1 Names of Reporting Persons

The Moore Bay Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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:

1,751,760

8 Shared Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

0

9 Sole Dispositive Power:

With

1,751,760

10 Shared Dispositive Power:

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

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1,751,760⁽¹¹⁾

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

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.

CUSIP No.: 004854105

1 Names of Reporting Persons

Edward J. Roche, Jr.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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:

1,846,700

8 Shared Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

3,522,124

9 Sole Dispositive Power:

With

1,846,700

10 Shared Dispositive Power:

3,522,124

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

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5,368,824⁽¹³⁾

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

13 Percent of Class Represented by Amount in Row (11):

6.01%⁽¹⁴⁾

14 Type of Reporting Person (See Instructions):

IN

- (13) Includes (i) 1,250 ordinary shares and 31,230.00 ADSs held directly by Mr. Edward J. Roche, Jr.; (ii) 583,920 ADSs held by The Moore Bay Trust, for which Mr. Edward J. Roche, Jr. 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. Edward J. Roche, Jr. is a co-trustee and exercises shared dispositive and voting power; and (iv) 558,611 ADSs held by The Felicitas Trust, for which Mr. Edward J. Roche, Jr. 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.

CUSIP No.: 004854105

1 Names of Reporting Persons

Joseph Cachey, Jr.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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:

39,501

8 Shared Voting Power:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

3,522,124

9 Sole Dispositive Power:

With

39,501

10 Shared Dispositive Power:

3,522,124

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

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3,561,625⁽¹⁵⁾

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

13 Percent of Class Represented by Amount in Row (11):

3.99%⁽¹⁶⁾

14 Type of Reporting Person (See Instructions):

IN

- (15) Includes (i) 13,167 ADSs held directly by Mr. Joseph Cachey, Jr.; (ii) 1,846,291 ordinary shares held by The Grand Crossing Trust, for which Mr. Joseph Cachey, Jr. is a co-trustee and exercises shared dispositive and voting power; and (iii) 558,611 ADSs held by The Felicitas Trust, for which Mr. Joseph Cachey, Jr. 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.

CUSIP No.: 004854105

1 Names of Reporting Persons

Ritsuko Hattori-Roche

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3