

Hattori-Roche Ritsuko  
Form SC 13D  
July 22, 2011

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)  
ACORN INTERNATIONAL, INC.**

(Name of issuer)

**Ordinary Shares\***

**American Depositary Shares**

(Title of class of securities)

**004854105\*\***

(CUSIP number)

**Ritsuko Hattori-Roche**

**c/o Codan Trust Company (Cayman) Limited**

**Cricket Square, Hutchins Drive**

**P.O. Box 2681**

**Grand Cayman, KY1-1111**

**Cayman Islands**

**Telephone: (+1) (345) 945-3901**

(Name, address and telephone number of person authorized to receive notices and communications)

**July 18, 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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies of this statement 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).

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

Ritsuko Hattori-Roche

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Japan

SOLE VOTING POWER

7

NUMBER OF 17,540,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

2,460,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 17,540,000

WITH SHARED DISPOSITIVE POWER

10

2,460,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,000,000<sup>1</sup>

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

22.39%<sup>2</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

1) Includes (i) 129,770 ordinary shares and 6,623,410 ADSs.

2) 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 filed with the Securities and Exchange Commission on April 27, 2011.

## EXPLANATORY NOTE

### Item 1. Security and Issuer

The class of equity securities to which this statement on Schedule 13D (the *Statement*) relates to is the ordinary shares, par value US\$0.01 per ordinary share (the *Shares*), and American Depositary Shares (the *ADSs*), each representing 3 Shares, of Acorn International, Inc., a Cayman Islands company (*Acorn* or the *Issuer*). The principal executive office of the Issuer is 18th Floor, 20th Building, 487 Tianlin Road, Shanghai, 200233, People's Republic of China.

### Item 2. Identity and Background

This Statement is filed on behalf of:

(a)-(c) This Statement is being filed by Ritsuko Hattori-Roche (the *Reporting Person*) who is present an investor and an artist. The business address of the Reporting Person is c/o Conyers Dill & Pearman, Boundary Hall, 2nd Floor, Cricket Square, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands

(d) During the last five years, Reporting Person has not been convicted in a criminal proceeding (excluding, if any, traffic violations or similar misdemeanors).

(e) During the last five years, Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Japan.

### Item 3. Source and Amount of Funds or Other Consideration

The aggregate purchase price of the 6,623,410 ADSs and 129,770 Ordinary Shares acquired by Bireme Limited, a Cayman Island corporation (*Bireme*), is \$40,000,000. The ADSs and Ordinary Shares were acquired with Bireme's working capital, which was contributed by the owners of Bireme, who are the Reporting Person and Don Dongjie Yang, in exchange for their respective ownership interests in Bireme. The Reporting Person owns 87.7% of Bireme.

### Item 4. Purpose of Transaction

On June 3, 2011, Bireme, Mr. Don Dongjie Yang, Mr. Robert Roche and the Reporting Person commenced a tender offer to purchase Shares and ADSs in an aggregate amount not to exceed 20,000,000 Shares (taking into account both Shares that are tendered and Shares underlying ADSs that are tendered) for \$2.00 per Share, which represents \$6.00 per ADS, in cash without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 3, 2011 (the *Offer to Purchase*) and in the related Letter of Transmittal to Tender Shares (the *Share Letter of Transmittal*) or the Letter of Transmittal to Tender ADSs (the *ADS Letter of Transmittal*, collectively with the Share Letter of Transmittal, the *Letters of Transmittal*), as applicable. Such offer, as amended or supplemented from time to time, is referred to as the *Offer*.

The Offer expired at 5:00 p.m., New York City time, on July 1, 2011. A total of 28,233,934 Shares of Acorn, including Shares represented by 9,350,245 ADSs, were properly tendered and not withdrawn. Since the Offer was oversubscribed, the number of Shares that the Company purchased from each of the tendering stockholders was prorated by a factor of 70.83677%. The price paid per Share was \$2.00 (equivalent to \$6.00 per ADS).

The Schedule TO, dated June 3, 2011, as amended, filed by Bireme, is listed as Exhibit (a) hereto and incorporated herein by reference.

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Subject to applicable legal requirements, the Reporting Person may purchase additional securities of the Issuer from time to time in open market transactions or private transactions, depending on its evaluation of the Issuer's business, prospects and financial condition, the market for the Issuer's securities, other developments concerning the Issuer, the reaction of the Issuer to the Reporting Person's ownership of the Issuer's securities, other opportunities available to the Reporting Person, and general economic, money market and stock market conditions. In addition, depending upon the factors referred to above, the Reporting Person may dispose of all or a portion of its securities of the Issuer at any time. The Reporting Person reserves the right to increase or decrease its holdings on such terms and at such times as each may decide.

Other than described in this Item 4, the Reporting Person does not have any other plans or proposals which would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer, except that the Reporting Persons may, depending upon prevailing market prices or conditions, decide to increase or decrease their position in the Issuer through open market or privately negotiated transactions with third parties;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of the board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those actions enumerated above.

**Item 5. Interest in Securities of the Issuer**

(a)-(b) The following information with respect to the ownership of the Shares (including Shares represented by ADSs) by the Reporting Person is provided as of July 13, 2011:

	<b>Amount beneficially owned:</b>	<b>Percent of class:</b>	<b>Sole power to vote or direct the vote:</b>	<b>Shared power to vote or to direct the vote:</b>	<b>Sole power to dispose or to direct the disposition of:</b>	<b>Shared power to dispose or to direct the disposition of:</b>
<b>Reporting Person</b>						
Ritsuko Hattori-Roche	20,000,000	22.39%	17,540,000	2,460,000	17,540,000	2,460,000

The Reporting Person disclaims any membership in a group for purposes of this Schedule 13D.

(c) During the past 60 days, the Reporting Person has not entered into any transaction in the Shares (including Shares represented by ADSs) except as otherwise specified in Item 3 herein.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the Shares (including Shares represented by ADSs) beneficially owned by the Reporting Person.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The Schedule TO, dated June 3, 2011, as amended, filed by the Reporting Person, is listed as Exhibit (a) hereto and incorporated herein by reference. Except as described in this Statement, the Reporting Person does not have any contracts, arrangements, understandings or relationships with any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any Shares, finder's fees, joint ventures, loans or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies.

**Item 7. Material to be Filed as an Exhibit**

(a) Schedule TO dated June 3, 2011, filed by Bireme Limited, Don Dongjie Yang, Robert Roche and Ritsuko Hattori-Roche (filed by the foregoing with the Securities and Exchange Commission on June 3, 2011 and incorporated herein by reference).

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**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.

Dated: July 18, 2011

**Ritsuko Hattori-Roche**

By: /s/ Ritsuko Hattori-Roche