

Edgar Filing: ACORN ENERGY, INC. - Form SC 13G/A

ACORN ENERGY, INC.  
Form SC 13G/A  
August 15, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Acorn Energy, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value per share

-----  
(Title of Class of Securities)

004848107

-----  
(CUSIP Number)

08/10/2012

-----  
(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 in 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: 004848107  
-----

1. NAMES OF REPORTING PERSONS

Verition Fund Management LLC  
-----

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

|  |                              |           |
|--|------------------------------|-----------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | 5. SOLE VOTING POWER:        | 0         |
|  | 6. SHARED VOTING POWER:      | 2,028,413 |
|  | 7. SOLE DISPOSITIVE POWER:   | 0         |
|  | 8. SHARED DISPOSITIVE POWER: | 2,028,413 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,028,413

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

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

11.3% based upon 17,926,752 shares outstanding as of August 2, 2012

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IA

CUSIP No: 004848107

1. NAMES OF REPORTING PERSONS

Nicholas Maounis

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

(a)

(b)

-----

3. SEC USE ONLY

-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Connecticut, USA

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|              |                              |           |
|--------------|------------------------------|-----------|
| NUMBER OF    | 5. SOLE VOTING POWER:        | 0         |
| SHARES       | -----                        | -----     |
| BENEFICIALLY | 6. SHARED VOTING POWER:      | 2,028,413 |
| OWNED BY     | -----                        | -----     |
| EACH         |                              |           |
| REPORTING    | 7. SOLE DISPOSITIVE POWER:   | 0         |
| PERSON WITH: | -----                        | -----     |
|              |                              |           |
|              | 8. SHARED DISPOSITIVE POWER: | 2,028,413 |
|              | -----                        | -----     |

-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,028,413

-----

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

-----

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

11.3% based upon 17,926,752 shares outstanding as of August 2, 2012

-----

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

HC, IN

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ITEM 1.

(a) Name of Issuer:

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Acorn Energy, Inc.

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

3903 Centerville Road  
Wilmington, DE 19807

ITEM 2.

(a) Name of Person Filing:

This Statement is filed on behalf of each of the following persons: Verition Fund Management LLC and Nicholas Maounis (collectively, the "Reporting Persons"). This Statement relates to Shares (as defined herein) held for the account of Verition Multi-Strategy Master Fund Ltd. Verition Fund Management LLC serves as the investment manager to Verition Multi-Strategy Master Fund Ltd. In such capacity, Verition Fund Management LLC may be deemed to have voting and dispositive power over the shares held for Verition Multi-Strategy Master Fund Ltd. Mr. Nicholas Maounis is currently the managing member of Verition Fund Management LLC.

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

One American Lane  
Greenwich CT 06831

(c) Citizenship:

Nicholas Maounis: USA  
Verition Fund Management LLC: Delaware USA

(d) Title of Class of Securities:

Common Stock, \$0.01 par value per share (the "Shares")

(e) Cusip Number:

004848107

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:

Verition Fund Management LLC:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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- (e)  An investment adviser in accordance with (S)240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with (S)240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with (S)240.13d-1(b)(1)(ii)(J).

Nicholas Maounis:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with (S)240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with (S)240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with (S)240.13d-1(b)(1)(ii)(J).

### 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:

At the time of the event which requires filing of this statement, the aggregate number of Shares that the Reporting Persons may be deemed to beneficially own equals 2,028,413 Shares held for the accounts of Verition Multi-Strategy Master Fund Ltd. This amount includes: A) 1,278,413 shares of Common Stock; and B) Call Options

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with the right to purchase 750,000 shares of Common Stock (100,000 shares at \$15 expiring May 12, 2014, 400,000 shares at \$15 expiring May 14, 2014, and 250,000 shares at \$13 expiring August 15, 2014).

(b) Percent of Class:

At the time of the event which requires filing of this statement, the number of Shares of which the Reporting Persons may be deemed to beneficially own constitutes approximately 11.3% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recently filed quarterly report on Form 10-Q, there were 17,926,752 Shares outstanding as of Aug 2, 2012).

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

Verition Fund Management LLC and Nicholas Maounis:

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

0

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

2,028,413

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

0

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

2,028,413

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.

See disclosure in Items 2 and 4 hereof. Verition Multi-Strategy Master Fund Ltd. has the right to receive dividends from, and proceeds from the sale of, the Shares covered by this statement that may be deemed to be beneficially owned by the Reporting Persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

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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 acquired and are held in the ordinary course of business and were not acquired and 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.

SIGNATURE

After reasonable inquiry and to the best my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 08/14/2012  
Verition Fund Management LLC  
By: Ted Hagan  
Title: CFO

/s/ Ted Hagan  
-----

Date: 08/14/2012  
Nicholas Maounis

/s/ Nicholas Maounis  
-----

EXHIBIT INDEX

| Ex.   | Page No. |
|---|----------|
| A. Joint Filing Agreement, dated August 14, 2012<br>by and among Reporting Persons..... | [ 7 ]    |

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Acorn Energy, Inc. dated as of August 14, 2012 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

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Date: 08/14/2012  
Verition Fund Management LLC  
By: Ted Hagan  
Title: CFO

/s/ Ted Hagan  
-----

Date: 08/14/2012  
Nicholas Maounis

/s/ Nicholas Maounis  
-----