

Acorn International, Inc.
Form SC TO-T
June 03, 2011

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934
ACORN INTERNATIONAL, INC.
(Ticker: ATV / Cusip: 004854105)**

(Name of Subject Company)

Bireme Limited

Robert W. Roche

Don Dongjie Yang

Ritsuko Hattori-Roche

(Names of Filing Persons Offeror)

**Ordinary Shares, Par Value \$0.01 Per Share,
and American Depositary Shares, Each Representing 3 Ordinary Shares**

(Title of Class of Securities)

004854105

(Cusip Number of American Depositary Shares)

Bireme Limited

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 on Behalf of Filing Persons)*

Copies to:

John A. Healy, Esq.

Clifford Chance US LLP

31 West 52nd Street

New York, New York 10019

Telephone: (+1) (212) 878-8281

CALCULATION OF FILING FEE

Transaction Valuation*
\$40,000,000

Amount of Filing Fee**
\$4,644

*

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Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase 20,000,000 ordinary shares of Acorn International, Inc., par value \$0.01 per ordinary share (including ordinary shares represented by American Depositary Shares), at a purchase price of \$2.00 in cash per share.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 5 for Fiscal Year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.00011610.

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

Amount Previously Paid: --

Filing Party: --

Form or Registration No.: --

Date Filed: --

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

Items 1 through 9, and Item 11.

This Tender Offer Statement on Schedule TO (the "Schedule TO") relates to the offer by Bireme Limited, a Cayman Islands company ("Bireme"), to purchase ordinary shares, par value \$0.01 per share ("Ordinary Shares"), of Acorn International, Inc., a Cayman Islands company (the "Company"), and American Depositary Shares ("ADSs"), each representing three Ordinary Shares, in an aggregate amount not to exceed 20,000,000 Ordinary Shares, for \$2.00 per Ordinary 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 American Depositary Shares (the "ADS Letter of Transmittal") and the Letter of Transmittal to Tender Ordinary Shares (the "Share Letter of Transmittal"), copies of which are attached hereto as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(C), respectively (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

The information set forth in the Offer to Purchase, including all schedules thereto, is hereby expressly incorporated herein by reference in response to all of the items of this Schedule TO, except as otherwise set forth below.

Item 10. Financial Statements.

Not applicable.

Item 12. Exhibits.

| Exhibit. No. | Description |
|--------------|---|
| (a)(1)(A) | Offer to Purchase dated June 3, 2011. |
| (a)(1)(B) | Form Letter of Transmittal to Tender American Depositary Shares. |
| (a)(1)(C) | Form Letter of Transmittal to Tender Ordinary Shares. |
| (a)(1)(D) | Form Notice of Guaranteed Delivery. |
| (a)(1)(E) | Form Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(F) | Form Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(G) | Summary Advertisement dated June 3, 2011, published in the Wall Street Journal. |
| (a)(1)(H) | Press Release, dated June 3, 2011. |
| (b)(A) | Promissory Note, dated May 19, 2011, issued by Don Dongjie Yang payable to Ritsuko Hattori-Roche in the principal amount of \$3,920,000.00. |
| (b)(B) | Promissory Note, dated May 19, 2011, issued by Ritsuko Hattori-Roche payable to The Robert W. Roche 2009 Declaration Trust in the principal amount of \$39,000,000. |
| (b)(C) | Share Charge Agreement, dated May 30, 2011, by Don Dongjie Yang in favor of Ritsuko Hattori-Roche. |
| (b)(D) | Share Charge Agreement, dated May 30, 2011, by D.Y. Capital, Inc. in favor of Ritsuko Hattori-Roche. |
| (b)(E) | Share Charge Agreement, dated May 19, 2011, by Ritsuko Hattori-Roche in favor of Robert Roche, as trustee of The Robert W. Roche 2009 Declaration of Trust. |
| (b)(F) | Contribution Agreement, dated May 19, 2011, by and between Ritsuko Hattori-Roche and Bireme Limited. |
| (b)(G) | Contribution Agreement, dated May 19, 2011, by and between Don Dongjie Yang and Bireme Limited. |

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- (b)(H) Contribution Agreement, dated May 24, 2011, by and between Ritsuko Hattori-Roche and Bireme Limited.
- (b)(I) Contribution Agreement, dated May 24, 2011, by and between Don Dongjie Yang and Bireme Limited.

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| (b)(J) | Pledge Agreement, dated May 19, 2011, by and between Ritsuko Hattori-Roche and Robert Roche, as trustee of The Robert W. Roche 2009 Declaration of Trust. |
| (b)(L) | Guaranty, dated May 19, 2011, from D.Y. Capital, Inc. to Ritsuko Hattori-Roche. |
| (b)(M) | Agreement Regarding Sources and Uses of Funds, dated May 24, 2011, by and among, Ritsuko Hattori-Roche, Don Dongjie Yang and Bireme Limited. |
| (d)(A) | Shareholders Agreement, dated May 19, 2011, by and among, Bireme Limited, Ritsuko Hattori-Roche and Don Dongjie Yang. |

Item 13. *Information Required By Schedule 13E-3.*

Not applicable.

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

BIREME LIMITED

Name: Don Dongjie Yang

By: /s/ Don Dongjie Yang

Title: Director

/s/ Robert W. Roche
ROBERT W. ROCHE

/s/ Don Dongjie Yang
DON DONGJIE YANG

/s/ Ritsuko Hattori-Roche
RITSUKO HATTORI-ROCHE

Date: June 3, 2011

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