

ACORN ENERGY, INC.
Form SC 13D/A
April 15, 2014

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 1)1

Acorn Energy, Inc.

(Name of Issuer)

Common Stock, \$0.01 per share
(Title of Class of Securities)

004848107
(CUSIP Number)

Ted Hagan
VERITION FUND MANAGEMENT LLC
One American Lane
Greenwich, CT 06831

With copies to:

Steve Wolosky, Esq.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

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

April 11, 2014
(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 are to be sent.

1 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.

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. 004848107

1 NAME OF REPORTING PERSON

VERITION FUND MANAGEMENT LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		1,964,545
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		1,964,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,964,545

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.85%

14 TYPE OF REPORTING PERSON

IA

CUSIP NO. 004848107

1 NAME OF REPORTING PERSON

VERITION MULTI-STRATEGY MASTER FUND LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	1,964,545 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER
		1,964,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,964,545

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.85%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 004848107

1 NAME OF REPORTING PERSON

NICHOLAS MAOUNIS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	1,964,545 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER
		1,964,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,964,545

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.85%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 004848107

1 NAME OF REPORTING PERSON

RICKY SOLOMON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		155,353
	8	SHARED VOTING POWER
		520
	9	SOLE DISPOSITIVE POWER
		155,353
	10	SHARED DISPOSITIVE POWER
		520

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

155,873

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 004848107

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (the "Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

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

The first paragraph of Item 3 is hereby amended and restated as follows:

The aggregate purchase price of the 1,964,545 Shares owned directly by the Fund is approximately \$10,364,348, including brokerage commissions. The Shares owned directly by the Fund were acquired with its working capital.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and (c) are amended and restated as follows:

(a) The aggregate percentage of Shares reported owned by each Reporting Person is based upon 22,189,877 Shares outstanding, which is the total number of Shares outstanding as of March 10, 2014 as reported in the Issuer's Annual Report on Form 10-K for the year ending December 31, 2013, filed with the Securities and Exchange Commission on March 17, 2014.

As of the close of business on April 14, 2014, the Fund beneficially owns 1,964,545 Shares, including 950,000 Shares underlying call options, constituting approximately 8.85% of the Shares outstanding. By virtue of their relationships with the Fund discussed in further detail in Item 2, each of Verition and Mr. Maounis may be deemed to beneficially own the Shares beneficially owned by the Fund.

As of the close of business on April 14, 2014, Mr. Solomon beneficially owns 155,873 Shares, including 520 Shares held in accounts for the benefit of Mr. Solomon's children, which Mr. Solomon may be deemed to beneficially own, constituting less than 1% of the Shares outstanding.

To the best of the Reporting Persons' knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer.

(c) The following transactions in the Shares were effected during the past sixty days by the Reporting Persons.

Purchase/Sale	Number of Shares	Date of Purchase/Sale	Price Per Share (\$)
Sale	29,976	04/14/14	2.9241
Sale	12,691	04/11/14	3.0006
Sale	24,362	04/10/14	3.0046
Sale	3,200	04/10/14	3.0503
Sale	33,610	04/08/14	3.1300
Sale	22,100	04/07/14	2.9779
Sale	49,800	03/26/14	3.1867
Sale	46,829	03/26/14	3.1546
Sale	1,500	03/20/14	3.3887
Sale	10,000	03/19/14	3.4244
Sale	10,000	02/14/14	3.7020
Sale	10,000	02/14/14	3.6956
Sale	9,700	02/11/14	3.7609

CUSIP NO. 004848107

SIGNATURES

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

Dated: April 15, 2014

VERITION FUND MANAGEMENT LLC

By: /s/ Ted Hagan
Name: Ted Hagan
Title: CFO

VERITION MULTI-STRATEGY MASTER FUND LTD.

By: Verition Fund Management LLC, its
Investment Manager

By: /s/ Ted Hagan
Name: Ted Hagan
Title: CFO

/s/ Nicholas Maounis
NICHOLAS MAOUNIS

/s/ Ricky Solomon
RICKY SOLOMON

