

Edgar Filing: Fortissimo Acquisition Corp. - Form SC 13D/A

Fortissimo Acquisition Corp.  
Form SC 13D/A  
May 21, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE 13D  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13D-2(A)

Amendment #1

Fortissimo Acquisition Corp.  
-----  
(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

34958F206  
-----  
(CUSIP Number)

Paul D. Sonkin  
Hummingbird Management, LLC  
460 Park Avenue, 12th Floor  
New York, New York 10022  
212 750-7117  
-----

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

May 16, 2008  
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(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), 13d-1(f) or 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.

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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.

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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 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).

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 CUSIP No. 34958F206  
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|   |  |                                     |
|---|--|-------------------------------------|
| 1   | NAME OF REPORTING PERSONS S.S. OR<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |                                     |
|   | Hummingbird Management, LLC<br>IRS No. 13-4082842  |                                     |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  | (a) / /<br>(b) /x/                  |
| 3   | SEC USE ONLY   |                                     |
| 4   | SOURCE OF FUNDS<br>OO  |                                     |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEM 2(d) OR 2(e)        | / /                                 |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>DELAWARE   |                                     |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER<br><br>-0-        |
|   | 8  | SHARED VOTING POWER<br><br>-0-      |
|   | 9  | SOLE DISPOSITIVE POWER<br><br>-0-   |
|   | 10   | SHARED DISPOSITIVE POWER<br><br>-0- |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING<br>PERSON                                  | -0-                                 |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN                                   |                                     |

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SHARES / /

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

-0-

14 TYPE OF REPORTING PERSON\*

OO

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1 NAME OF REPORTING PERSONS S.S. OR  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul D. Sonkin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /x/

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7 SOLE VOTING POWER  
-0-

8 SHARED VOTING POWER  
-0-

9 SOLE DISPOSITIVE POWER  
-0-

10 SHARED DISPOSITIVE POWER  
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

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PERSON

-0-

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

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

-0-

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / / (b) /x/

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER -0-

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

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-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

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

-0-

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 34958F206

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / / (b) /X/

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

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER -0-

8 SHARED VOTING POWER

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-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

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

-0-

14 TYPE OF REPORTING PERSON

LP

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Microcap Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / / (b) /X/

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

DELAWARE

NUMBER OF SHARES 7 SOLE VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

-----

8 SHARED VOTING POWER

-0-

-----

9 SOLE DISPOSITIVE POWER

-0-

-----

10 SHARED DISPOSITIVE POWER

-0-

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

-----

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

-----

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

-0-

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14 TYPE OF REPORTING PERSON

LP

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AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1, dated May 21, 2008, to Schedule 13D is filed by the Reporting Persons and amends Schedule 13D as previously filed by the Reporting Persons with the Securities and Exchange Commission on October 26, 2006 (the "Schedule 13D"), relating to the common Stock, par value \$0.0001 per share, of Fortissimo Acquisition Corp., a Delaware Corporation.

Items 3 and 5 of the Schedule 13D are hereby amended and restated, as follows:

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of May 20, 2008, Hummingbird has caused HVF and Microcap Fund to invest approximately \$0.0, and \$0.0, respectively, in the Common Stock of the Issuer using their working capital.

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### ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) As investment manager of HVF and Microcap Fund, Hummingbird may be deemed to have the sole voting and investment authority over the shares owned by HVF and Microcap Fund, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 0 shares representing approximately 0.0% of the outstanding shares of the Issuer (based upon 5,868,344 shares outstanding as of May 14, 2008, as reported on Form 10-Q for the quarter ending March 31, 2008.) Hummingbird disclaims any beneficial ownership of the shares covered by this Statement.

Mr. Sonkin, as the managing member and control person of Hummingbird, may be deemed to have the sole voting and investment authority over the shares beneficially owned by Hummingbird and, for purposes of Rule 13d-3, may be deemed to be the beneficial owner of 0 shares representing approximately 0.0% of the outstanding shares of the Issuerr. Mr. Sonkin disclaims any beneficial ownership of the shares covered by this Statement.

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HC, as the general partner of each of HVF and Microcap Fund, Hummingbird may be deemed to have the sole voting and investment authority over the shares owned by HVF and Microcap Fund, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 0 shares representing approximately 0.0% of the outstanding shares of the Issuer (based upon 5,868,344 shares outstanding as of May 14, 2008, as reported on Form 10-Q for the quarter ending March 31, 2008.) HC disclaims any beneficial ownership of the shares covered by this Statement.

HVF is the beneficial owner of 0 shares of the Issuer.

Microcap Fund s the beneficial owner of 0 shares of the Issuer.

(c) Hummingbird caused HVF to effect transactions in the shares during the past 60 days as set forth below:

| DATE<br>---- | TYPE<br>----     | NUMBER OF<br>SHARES<br>----- | PRICE/SHARE<br>----- |
|--------------|------------------|------------------------------|----------------------|
| 5/6/2008     | open market sale | 13,400                       | 5.87                 |
| 5/7/2008     | open market sale | 29,488                       | 5.87                 |
| 5/16/2008    | open market sale | 120,000                      | 5.88                 |
| 5/19/2008    | open market sale | 3,000                        | 5.88                 |
| 5/19/2008    | open market sale | 6,612                        | 5.88                 |
| 5/20/2008    | open market sale | 220,000                      | 5.87                 |



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Hummingbird caused the Microcap Fund to effect transactions in the shares during the past 60 days as set forth below:

| DATE<br>----                          | TYPE<br>----     | NUMBER OF<br>SHARES<br>----- | PRICE/SHARE<br>-----                |
|---------------------------------------|------------------|------------------------------|-------------------------------------|
| 5/6/2008                              | open market sale | 27,000                       | 5.87                                |
| -----<br>CUSIP No. 34958F206<br>----- |                  | 13D/A                        | -----<br>Page 9 of 9 Pages<br>----- |

- (d) Inapplicable.
- (e) Inapplicable.

SIGNATURES

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

Dated: MAY 21, 2008

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

/s/ Paul D. Sonkin

-----  
PAUL D. SONKIN

HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

HUMMINGBIRD MICROCAP VALUE  
FUND, L.P.

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By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin