

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

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of August, 2020

Commission File Number 001-33429

**Acorn International, Inc.**  
(Registrant's name)

**5/F, YueShang Plaza, 1 South Wuning Road, Shanghai 200042, People's Republic of China**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

EXHIBITS

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Press Release dated August 18, 2020</a>
99.2	<a href="#">Second Preliminary Non-Binding Proposal Letter dated August 17, 2020</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 18, 2020

**Acorn International, Inc**

By: /s/ Jacob Alexander Fisch

Name: Jacob Alexander Fisch

Title: Chief Executive officer



**Acorn International Announces Receipt of Non-binding Proposal to Acquire the Company at US\$15.22 per ADS or US\$0.761 per Ordinary Share**

SHANGHAI, August 18, 2020 -- Acorn International, Inc. (NYSE: ATV) ("Acorn" or the "Company"), a leading marketing and branding company in China, today announced that the board of directors of the Company (the "Board") has received on August 17, 2020 US time a preliminary non-binding proposal letter, dated August 17, 2020 (the "Proposal"), from Mr. Robert W. Roche, Executive Chairman of the Company, to acquire all of the outstanding shares of the Company not already owned by the Buyer Vehicle (as defined below) at US\$15.22 per American Depositary Share (the "ADS," each ADS representing twenty ordinary shares) or US\$0.761 per ordinary share in cash, subject to certain conditions (the "Proposed Acquisition"). According to the Proposal, it is anticipated that the Buyer Vehicle or its shareholders will control approximately 75% of the outstanding shares of ordinary shares of the Company.

According to the Proposal, Mr. Robert W. Roche will form a transaction vehicle (the "Buyer Vehicle") for the purpose of pursuing the proposed transaction. It is currently expected that substantially all of the capital for the Proposed Acquisition would be borrowed from third parties in the form of debt funding. In that regard, the Buyer Vehicle has entered into an agreement with a third party lender pursuant to which, subject to certain terms and conditions, such lender will provide such proposed funds. The third party lender will require a timely opportunity to conduct customary legal, financial and accounting due diligence, and satisfactory completion of such due diligence is a condition to the lender providing the proposed funds.

The Special Committee of the Board will schedule a meeting to consider next steps with respect to the Proposal. No decisions have been made with respect to the Company's response to the Proposed Acquisition. There can be no assurance that any definitive offer will be made, that any agreement with respect thereto will be reached or executed, or that this or any other transaction will be approved or consummated.

**About Acorn International, Inc.**

Acorn International is a leading marketing and branding company in China, leveraging a twenty-year direct marketing history to monetize brand IP, content creation and distribution, and product sales, through digital media in China. For more information visit [www.acorninternationalgroup.com](http://www.acorninternationalgroup.com).

**Safe Harbor Statement**

This news release contains forward-looking statements. These statements constitute "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "anticipates," "believes," "estimates," "expects," "future," "going forward," "intends," "outlook," "plans," "target," "will," "would," "potential," "proposal" and similar statements. Such statements are based on current expectations and current economic, market and operating conditions, and relate to events that involve known or unknown risks, uncertainties, and other factors, all of which are difficult to predict and many of which are beyond control, which may cause actual results, performance, actions, or achievements to differ materially from those in the forward-looking statements. Further information regarding these and other risks, uncertainties, or factors is included

in the Company's filings with the U.S. Securities and Exchange Commission. The Company does not undertake any obligation to update any forward-looking statement as a result of new information, future events, or otherwise, except as required by law.

**Investor Contacts:**

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EX-99.2 3 ea125687ex99-2\_acorn.htm SECOND PRELIMINARY NON-BINDING PROPOSAL  
LETTER DATED AUGUST 17, 2020

Exhibit 99.2

Robert W. Roche  
Acorn International, Inc.  
5/F, YueShang Plaza  
1 South Wuning Road  
Shanghai 200042  
People's Republic of China

August 17, 2020

Special Committee of the Board of Directors  
Acorn International, Inc.  
5/F, YueShang Plaza  
1 South Wuning Road  
Shanghai 200042  
People's Republic of China

Ladies and Gentlemen:

I, Robert W. Roche, am pleased to submit this my second preliminary non-binding proposal to acquire the outstanding ordinary shares and American Depositary Shares (“ADSs”) of Acorn International, Inc. (the “Company”), that are not currently owned by myself or other shareholders of the Buyer Vehicle (as defined below) in a going-private transaction (the “Acquisition”). This offer follows my initial indication of interest in November 2019, which was withdrawn in February 2020 due to the COVID-19 pandemic. I am pleased to be able to make this offer at this time. The terms and conditions on which I contemplate to pursue the Acquisition are set forth below:

1. Buyer. The intention is to form an acquisition vehicle (the “Buyer Vehicle”) for the purpose of pursuing the Acquisition. We anticipate that the Buyer Vehicle or its shareholders will hold ordinary shares and/or ADSs representing approximately 75% of the outstanding ordinary shares of the Company.
2. Purchase Price. The purchase consideration we expect to pay is \$0.761 per ordinary share or \$15.22 per ADS, in cash, which represents a premium of 10% to the volume-weighted average closing price during the last 60 trading days ending on and including August 12, 2020. I believe that the proposed purchase price provides a very attractive and beneficial alternative to the Company's public shareholders.
3. Financing. It is currently expected that substantially all of the capital for the Acquisition will be borrowed from third parties in the form of debt funding. We have entered into an agreement with a third party lender pursuant to which, subject to the terms and conditions therein, such lender will provide such proposed funds. The third party lender will require a timely opportunity to conduct customary legal, financial and accounting due diligence on the Company. We reserve the right to withdraw our proposal at any time for any or no reason, including, without limitation, if the financing we have arranged falls through and if we are unable to obtain alternative financing.
4. Definitive Agreement. We are prepared to negotiate and finalize definitive agreements (“Definitive Agreements”) providing for the Acquisition and related transactions very promptly. Such Definitive Agreements will provide for conditions and covenants typical and appropriate for transactions of this type.

5. Confidentiality. I intend promptly to file an amendment to my Schedule 13D to disclose this letter if required by law. However, I am sure you will agree that it is in all of our interests to proceed in a confidential manner, other than as required by law, until the Definitive Agreements have been executed or our discussions have been terminated. If for any reason you find it necessary to make any disclosure relating to any matter discussed in this letter, please give me as much notice as possible so that I can respond appropriately.
6. Process. I believe that the Acquisition will provide superior value to the Company's public shareholders. I recognize that the Board will evaluate the proposed Acquisition independently before it can make its determination to endorse it. Given my involvement in the proposed Acquisition, I also recognize that independent members of the Board (the "Special Committee") will proceed to consider the proposed Acquisition. We will not move forward with the Acquisition unless it is approved by the Special Committee. In considering my offer, you should be aware that I am interested only in acquiring the outstanding ordinary shares and ADSs of the Company that are not currently owned by myself or the other shareholders of the Buyer Vehicle, and that neither I nor the other shareholders in the Buyer Vehicle are interested in selling our shares in the Company to a third party or in any merger or other strategic transaction involving any third party.
7. No Binding Commitment. This letter constitutes only a preliminary indication of interest, and does not constitute any binding commitment with respect to the Acquisition or other transaction. Any commitment will result only from the execution of the Definitive Agreements, and will be on the terms provided in such documentation.

[Signature to follow on next page]

I would like to personally express my commitment to work with the Special Committee in an effort to consummate this Acquisition in a timely manner. Should you have any questions regarding these matters, please do not hesitate to contact me. I look forward to hearing from you.

Sincerely,

/s/ Robert W. Roche

Robert W. Roche