

ACME COMMUNICATIONS INC

Form 4

October 19, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WYNNEFIELD PARTNERS**  
**SMALL CAP VALUE LP**

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE  
509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ACME COMMUNICATIONS INC**  
**[ACME]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/17/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$.01 per share	10/17/2006		P		6,100	A \$ 5.03	2,641,584 <sup>(1)</sup> (4) (5) D
Common Stock, par value \$.01 per share	10/17/2006		P		8,300	A \$ 5.03	2,641,584 <sup>(1)</sup> (4) (5) I
Common Stock, par value \$.01	10/17/2006		P		9,600	A \$ 5.03	2,641,584 <sup>(1)</sup> (4) (5) I

See  
Footnote  
(2)

See  
Footnote  
(3)

per share

Common  
Stock, par  
value \$.01  
per share

10/18/2006

P

7,000

A

\$ 2,641,584 <sup>(1)</sup>  
5.03 (4) (5) ISee  
Footnote  
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director 10% Owner Officer Other

WYNNEFIELD PARTNERS SMALL CAP VALUE LP  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

WYNNEFIELD PARTNERS SMALL CAP VALUE LP I  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD  
450 SEVENTH AVE  
STE 509  
NEW YORK, NY 10123

X

X

WYNNEFIELD CAPITAL MANAGEMENT LLC  
450 SEVENTH AVE  
STE 509  
NEW YORK, NY 10123

WYNNEFIELD CAPITAL INC  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

CHANNEL PARTNERSHIP II L P  
450 SEVENTH AVENUE SUITE 509  
NEW YORK, NY 10123

X

Wynnefield Capital, Inc. Profit Sharing Plan  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

OBUS NELSON

X

## Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner; By: /s/Nelson Obus, Managing Member

10/19/2006

\_\_Signature of Reporting Person

Date

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I; By: Wynnefield Capital Management, LLC, General Partner; By: /s/Nelson Obus, Managing Member

10/19/2006

\_\_Signature of Reporting Person

Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc.; By: /s/Nelson Obus, President

10/19/2006

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC, By: /s/Nelson Obus, Managing Member

10/19/2006

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC., By: /s/Nelson Obus, President

10/19/2006

\_\_Signature of Reporting Person

Date

CHANNEL PARTNERSHIP II, L.P., By: /s/ Nelson Obus, General Partner

10/19/2006

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, By: /s/Nelson Obus

10/19/2006

\_\_Signature of Reporting Person

Date

NELSON OBUS, By: /s/ Nelson Obus, Individually

10/19/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

## Edgar Filing: ACME COMMUNICATIONS INC - Form 4

- (1) On the date hereof, Wynnefield Partners Small Cap Value, L.P., (the "Reporting Person") directly beneficially owns 682,084 shares of common stock, par value \$.01 per share ("Common Stock") of Acme Communications Inc. (ACME). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.

- (2) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 957,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns.

- (3) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 943,500 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

- (4) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 19,000 shares of Common Stock, which are directly beneficially owned by Channel Partnership II, L.P., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Channel Partnership II, L.P, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Nelson Obus, as the sole general partner of Channel Partnership II, L.P., has an indirect beneficial ownership interest in the shares of Common Stock that Channel Partnership II, L.P. directly beneficially owns.

- (5) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 40,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Wynnefield Capital Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.