

Fortissimo Acquisition Corp.
Form 3
October 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fortissimo Capital Fund GP, L.P. | | | (Month/Day/Year) | Fortissimo Acquisition Corp. [FSMOU] | |
| (Last) | (First) | (Middle) | 10/11/2006 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 14 HAMELACHA STREET,Â | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | ___ Director | __X__ 10% Owner |
| PARK AFEK, ROSH | | | | ___ Officer | ___ Other |
| HA'AYIN,Â L3Â 48091 | | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | | | ___ Form filed by One Reporting Person |
| | | | | | _X_ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 900,000 | D (1) (2) (3) Â | |
| Common Stock (4) | 333,334 | D (1) (2) (3) Â | |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

Edgar Filing: Fortissimo Acquisition Corp. - Form 3

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|-------------------------|-----------------|--------------|----------------------------|---------------------|---|
| Warrants ⁽⁴⁾ | 10/10/2010 | Common Stock | 666,668 | \$ 5 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fortissimo Capital Fund GP, L.P. 14 HAMELACHA STREET PARK AFEK, ROSH HA'AYIN, L3 48091 | | X | | |
| Fortissimo Capital Fund, L.P. FORTISSIMO CAPITAL FUND 14 HAMELACHA STREET, PARK AFEK ROSH HAAYIN, L3 48091 | | X | | |
| Fortissimo Captial Fund (Israel) L.P. FORTISSIMO CAPITAL FUND 14 HAMELACHA STREET, PARK AFEK ROSH HAAYIN, L3 48091 | | X | | |
| Fortissimo Capital Fund (Israel-DP), L.P. FORTISSIMO CAPITAL FUND 14 HAMELACHA STREET, PARK AFEK ROSH HAAYIN, L3 48091 | | X | | |

Signatures

See signatures attached as Exhibit 99.1 10/11/2006

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- (1) The Common Stock and Warrants reported are owned of record by Fortissimo Capital Fund GP, L.P. ("FCF"). FCF is the General Partner of: (i) Fortissimo Capital Fund L.P. ("Fund 1"); (ii) Fortissimo Capital Fund (Israel) L.P. ("Fund 2") and (iii) Fortissimo Capital Fund (Israel - DP), L.P. ("Fund 3"), three parallel partnerships that invest in Israeli-related technology growth companies. The general partner of FCF is Fortissimo Capital (GP) Management Ltd., a Cayman Island corporation ("FFC-GP" and, collectively with FCF, Fund 1, Fund 2 and Fund 3, the "Fortissimo Entities"). The sole shareholder and director of FFC-GP is Yuval Cohen. FCF holds shares as nominee on behalf of each of Fund 1, Fund 2 and Fund 3. FCF has agreed not to transfer the Common Stock and Warrants reported herein (other than to Fund 1, Fund 2 and Fund 3), and if transferred to them, Fund 1, Fund 2 and Fund 3 have agreed not to transfer such securities to anyone else until the
- (2) earliest of (a) October 11, 2009 and (b) the consummation of a liquidation, merger, stock exchange or other similar transaction which results in all of the stockholders of Fortissimo Acquisition Corp. having the right to exchange their shares of common stock for cash, securities or other property subsequent to our consummating a business combination with a target business. Yuval Cohen, Eli Blatt, Marc Lesnick, Shmoulik Barashi and Yochai Hacohen are each a partner of FCF, and may therefore be deemed to be beneficial holders of the shares held by FCF. Each of the Fortissimo Entities, and each of Messrs. Cohen, Blatt, Lesnick, Barashi and Hacohen and

Edgar Filing: Fortissimo Acquisition Corp. - Form 3

their respective spouses, disclaim ownership of all shares reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for

- (3) purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purposes.

The reported securities are included within 333,334 Units that will be purchased by Fortissimo Capital Fund GP, L.P. for \$6.00 per Unit in a private placement basis simultaneously with the consummation of the initial public offering of Fortissimo Acquisition Corp. Each

- (4) Unit consists of one share of Common Stock and two Warrants, each Warrant giving the holder the right to purchase one share of Common Stock.
- (5) The Warrants will become exercisable on the later of the completion of a business combination with a target business or October 11, 2007.

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.