

Edgar Filing: Fortress America Acquisition CORP - Form SC 13D/A

Fortress America Acquisition CORP
Form SC 13D/A
January 09, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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 NO. 1

Fortress America Acquisition Corporation

(Name of Issuer)

Common Stock \$.0001 par value
(Title of Class of Securities)

34957j100

(CUSIP Number)

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

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

September 25, 2006

(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.

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

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

      Hummingbird Management, LLC
      IRS No. 13-4082842
-----
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          7      SOLE VOTING POWER
SHARES
BENEFICIALLY          6,844,690
OWNED BY
EACH
REPORTING
PERSON WITH
-----
8      SHARED VOTING POWER

      -0-
-----
9      SOLE DISPOSITIVE POWER

      6,844,690
-----
10     SHARED DISPOSITIVE POWER

      -0-
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
      PERSON

      6,844,690
-----
12     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
      SHARES                                                    / /
-----
    
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%

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 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 6,844,690
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

6,844,690

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

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6,844,690

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.2%

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 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 6,844,690
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

6,844,690

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10 SHARED DISPOSITIVE POWER

-0-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		6,844,690
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		13.2%
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 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
		305,864
	8	SHARED VOTING POWER

-0-

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9 SOLE DISPOSITIVE POWER

305,864

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

305,864

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

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

3.2%

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 BENEFICIALLY OWNED BY EACH 7 SOLE VOTING POWER 378,733

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REPORTING PERSON WITH -----
 8 SHARED VOTING POWER
 -0-

 9 SOLE DISPOSITIVE POWER
 378,733

 10 SHARED DISPOSITIVE POWER
 -0-

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 378,733

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

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.0%

 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 Concentrated 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 7 SOLE VOTING POWER
 578,403

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REPORTING
PERSON WITH -----

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

578,403

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

578,403

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

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

6.1%

14 TYPE OF REPORTING PERSON

LP

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The following constitutes the Schedule 13D/A filed by the undersigned (the "Schedule 13D").

AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1, dated January 9, 2007, to Schedule 13D/A is filed by the Reporting Persons and amends Schedule 13D/A as previously filed by the Reporting Persons with the Securities and Exchange Commission on August 30, 2006 (the "Schedule 13D"), relating to the common stock, \$.0001 par value (the "Common Stock") of Fortress America Acquisition Corporation, a Delaware Corporation.

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

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of January 9, 2007, Hummingbird has caused HVF, Microcap Fund, and Concentrated Fund to invest approximately \$1,672,349, \$2,007,871, and \$3,164,471, respectively, in the Shares of the Issuer using their working capital.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

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(a) As investment manager of HVF, Microcap Fund, and Concentrated Fund, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap Fund, and Concentrated 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 1,263,000 Shares representing approximately 13.2% of the outstanding shares of the Issuer (based upon 9,550,000 shares of Common Stock outstanding as of December 15, 2006, as reported on Form 10-QSB for the period ended September 30, 2006.) Hummingbird disclaims any beneficial ownership of the Shares covered by this Statement.

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HC, as the general partner of each of HVF, Microcap Fund, and Concentrated Fund, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap Fund, and Concentrated 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 1,263,000 Shares representing approximately 13.2% of the outstanding shares of the Issuer (based upon 9,550,000 shares of Common Stock outstanding as of December 15, 2006, as reported on Form 10-QSB for the period ended September 30, 2006.) HC disclaims any beneficial ownership of the Shares covered by this Statement.

HVF is the beneficial owner of 305,864 Shares or 3.2% of the outstanding shares of the Issuer.

Microcap Fund is the beneficial owner of 378,733 Shares or 4.0% of the outstanding shares of the Issuer.

Concentrated Fund is the beneficial owner of 578,403 Shares or 6.1% of the outstanding shares of the Issuer.

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

DATE	TYPE	NUMBER OF SHARES	PRICE/SHARE
----	----	-----	-----
12/22/2006	open market purchase	3,000	5.607
12/26/2006	open market purchase	2,000	5.610
12/28/2006	open market purchase	1,000	5.610
1/3/2007	open market purchase	1,500	5.614
1/4/2007	open market purchase	333	5.570
1/8/2007	open market purchase	50,000	5.613

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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 ----	TYPE ----	NUMBER OF SHARES -----	PRICE/SHARE -----
12/27/2006	open market purchase	2,000	5.610
1/3/2007	open market purchase	1,500	5.614
1/4/2007	open market purchase	333	5.570
1/8/2007	open market purchase	75,000	5.613

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

DATE ----	TYPE ----	NUMBER OF SHARES -----	PRICE/SHARE -----
1/3/2007	open market purchase	2,000	5.614
1/4/2007	open market purchase	334	5.570
1/8/2007	open market purchase	50,000	5.613

(d) Inapplicable.

(e) Inapplicable.

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ITEM 6 Inapplicable

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief,

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we certify that the information set forth in this statement is true, complete and correct.

Dated: January 9, 2007

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.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

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HUMMINGBIRD CONCENTRATED
FUND, L.P.

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

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Title: Managing Member

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin