

Fortissimo Acquisition Corp.
Form 4
January 17, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
D.B. ZWIRN & CO., L.P.

2. Issuer Name and Ticker or Trading Symbol
Fortissimo Acquisition Corp.
[FSMO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
745 FIFTH AVENUE, 18TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2008

____ Director
____ Officer (give title below) Other (specify below)
See Remarks below

NEW YORK, NY 10151

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

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

(City) (State) (Zip)

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 \$0.0001 per share ("Common Stock") | 01/15/2008 | | S | | 250,000 | D | \$ 5.8 |
| | | | | | 467,000 | I | (1) (2) |

See Footnotes (1) (2)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| D.B. ZWIRN & CO., L.P. 745 FIFTH AVENUE 18TH FLOOR NEW YORK, NY 10151 | | | | See Remarks below |
| ZWIRN DANIEL B C/O HIGHBRIDGE ZWIRN CAPITAL MANAGEMENT 9 W 57TH ST NEW YORK, NY 10019 | | | | See Remarks below |
| D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, LTD. C/O GOLDMAN SACHS (CAYMAN) TRUST, LTD. HARBOUR CENTRE, 2ND FLOOR GRAND CAYMAN, E9 PO BOX 896 | | | | See Remarks below |
| D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P. 745 FIFTH AVENUE 18TH FLOOR NEW YORK, NY 10151 | | | | See Remarks below |
| ZWIRN HOLDINGS, LLC C/O D.B. ZWIRN & CO., L.P. 745 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10151 | | | | See Remarks below |
| DBZ GP, LLC 745 FIFTH AVENUE | | | | See Remarks below |

18TH FLOOR
NEW YORK, NY 10151

Signatures

| | |
|---|------------|
| D.B. ZWIRN & CO, L.P., By: DBZ GP, LLC, its General Partner, By: Zwirn Holdings, LLC, its Managing Member, By: /s/ Lawrence D. Cutler, Authorized Signatory | 01/17/2008 |
| **Signature of Reporting Person | Date |
| DANIEL B. ZWIRN, By: /s/ Lawrence D. Cutler, as Attorney-in-Fact for Daniel B. Zwirn | 01/17/2008 |
| **Signature of Reporting Person | Date |
| D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, LTD., By: D.B. Zwirn & Co., L.P., By: DBZ GP, LLC, its General Partner, By: Zwirn Holdings, LLC, its Managing Member, By: /s/ Lawrence D. Cutler, Authorized Signatory | 01/17/2008 |
| **Signature of Reporting Person | Date |
| D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P., By: D.B. Zwirn & Co., L.P., By: DBZ GP, LLC, its General Partner, By: Zwirn Holdings, LLC, its Managing Member, By: /s/ Lawrence D. Cutler, Authorized Signatory | 01/17/2008 |
| **Signature of Reporting Person | Date |
| ZWIRN HOLDINGS, LLC, By: /s/ Lawrence D. Cutler, Authorized Signatory | 01/17/2008 |
| **Signature of Reporting Person | Date |
| DBZ GP, LLC, By: Zwirn Holdings, LLC, its Managing Member, By: /s/ Lawrence D. Cutler, Authorized Signatory | 01/17/2008 |
| **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).
- (1) D.B. Zwirn & Co., L.P., a Delaware limited partnership ("DBZ, L.P.") is the manager of (i) D.B. Zwirn Special Opportunities Fund, L.P., a Delaware limited partnership, which holds 188,911 shares of Common Stock and (ii) D.B. Zwirn Special Opportunities Fund, Ltd., a Cayman Islands company (together with D.B. Zwirn Special Opportunities Fund, L.P., the "Funds"), which holds 278,089 shares of Common Stock.
- As the manager of the Funds, DBZ, L.P. may be deemed to beneficially own the shares of Common Stock beneficially owned by the Funds. As general partner of DBZ, L.P., DBZ GP, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by the Funds. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the shares
- (2) of Common Stock beneficially owned by the Funds. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the shares of Common Stock beneficially owned by the Funds. Each Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Remarks:

Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock. The Power of Attorney executed by Daniel B. Zwirn dated November 7, 2007, authorizing Lawrence D. Cutler to sign and file this Form 4 on Daniel B. Zwirn's behalf, which was filed with the Form 3 filed with the Securities and Exchange Commission on November 8, 2007 by D.B. Zwirn & Co., L.P. with respect to the common stock of Israel Growth Partners Acquisition Corp., is hereby incorporated by reference.

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

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