

American Community Newspapers Inc.
Form SC 13G
January 28, 2008

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

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No.)¹

American Community Newspapers Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

02520T103
(CUSIP Number)

January 18, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") 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*).

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

RCG Enterprise, Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 909,500 shares (1)

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 0 shares

PERSON WITH 7 SOLE DISPOSITIVE POWER

8 909,500 shares (1)
SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

909,500 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON

CO

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

RCG PB, Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 10,000 shares (1)

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 0 shares
PERSON WITH 7 SOLE DISPOSITIVE POWER

8 10,000 shares (1)
SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,000 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12 TYPE OF REPORTING PERSON

CO

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

Ramius Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 10,000 shares (1)

OWNED BY 6 SHARED VOTING POWER

EACH

REPORTING 0 shares

PERSON WITH 7 SOLE DISPOSITIVE POWER

8 10,000 shares (1)
SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,000 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12 TYPE OF REPORTING PERSON

OO

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

Ramius Capital Group, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER

919,500 shares (1)

6 SHARED VOTING POWER

0 shares

7 SOLE DISPOSITIVE POWER

919,500 shares (1)

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

919,500 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON

IA, OO

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

C4S & Co., L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 919,500 shares (1)

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 0 shares

PERSON WITH 7 SOLE DISPOSITIVE POWER

8 919,500 shares (1)
SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

919,500 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON

OO

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

Peter A. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 919,500 shares (1)

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 0 shares

PERSON WITH 7 SOLE DISPOSITIVE POWER

8 919,500 shares (1)
SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

919,500 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON

IN

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

Morgan B. Stark

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER

919,500 shares (1)

6 SHARED VOTING POWER

0 shares

7 SOLE DISPOSITIVE POWER

919,500 shares (1)

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

919,500 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON

IN

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

Thomas W. Strauss

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER

919,500 shares (1)

6 SHARED VOTING POWER

0 shares

7 SOLE DISPOSITIVE POWER

919,500 shares (1)

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

919,500 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON

IN

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

1 NAME OF REPORTING PERSON

Jeffrey M. Solomon

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER

919,500 shares (1)

6 SHARED VOTING POWER

0 shares

7 SOLE DISPOSITIVE POWER

919,500 shares (1)

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

919,500 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON

IN

(1) Represents the number of shares of Common Stock currently issuable upon the exercise of certain warrants.

CUSIP NO. 02520T103

Item 1(a). Name of Issuer:

American Community Newspapers Inc. (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices:

14875 Landmark Boulevard, Suite 110
Addison, TX 75254

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if None, Residence

Item 2(c). Citizenship

RCG Enterprise, Ltd ("RCG Enterprise")
c/o Citco Fund Services (Cayman Islands) Limited
Corporate Center, West Bay Road
Grand Cayman
Cayman Islands, British West Indies

RCG PB, Ltd ("RCG PB")
c/o Ramius Capital Group, L.L.C.
666 Third Avenue, 26th Floor
New York, New York 10017
Citizenship: Cayman Islands

Ramius Advisors, LLC ("Ramius Advisors")
c/o Ramius Capital Group, L.L.C.
666 Third Avenue, 26th Floor
New York, New York 10017
Citizenship: Delaware

Ramius Capital Group, L.L.C. ("Ramius Capital")
666 Third Avenue, 26th Floor
New York, New York 10017
Citizenship: Delaware

C4S & Co., L.L.C. ("C4S")
c/o Ramius Capital Group, L.L.C.
666 Third Avenue, 26th Floor
New York, New York 10017
Citizenship: Delaware

Peter A. Cohen ("Mr. Cohen")
c/o Ramius Capital Group, L.L.C.
666 Third Avenue, 26th Floor
New York, New York 10017
Citizenship: United States

CUSIP NO. 02520T103

Morgan B. Stark ("Mr. Stark")
c/o Ramius Capital Group, L.L.C.
666 Third Avenue, 26th Floor
New York, New York 10017
Citizenship: United States

Thomas W. Strauss ("Mr. Strauss")
c/o Ramius Capital Group, L.L.C.
666 Third Avenue, 26th Floor
New York, New York 10017
Citizenship: United States

Jeffrey M. Solomon ("Mr. Solomon")
c/o Ramius Capital Group, L.L.C.
666 Third Avenue, 26th Floor
New York, New York 10017
Citizenship: United States

Item Title of Class of Securities:
2(d).

Common Stock, par value \$0.0001 per share (the "Common Stock")

Item CUSIP Number:
2(e).

02520T103

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

☒ Not Applicable.

(a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.

(b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) ☐ Investment company registered under Section 8 of the Investment Company Act.

(e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

CUSIP NO. 02520T103

Item 4. Ownership

(a) Amount beneficially owned:

As of the date hereof, (i) RCG Enterprise beneficially owns 909,500 shares of Common Stock currently issuable upon the exercise of certain warrants, and (ii) RCG PB beneficially owns 10,000 shares of Common Stock currently issuable upon the exercise of certain warrants.

Ramius Advisors, as the investment advisor of RCG PB, may be deemed to beneficially own the 10,000 shares of Common Stock beneficially owned by RCG PB.

Ramius Capital, as the investment manager of RCG Enterprise and sole member of Ramius Advisors, may be deemed to beneficially own the 919,500 shares of Common Stock beneficially owned in the aggregate by RCG Enterprise and RCG PB.

C4S, as the managing member of Ramius Capital, may be deemed to beneficially own the 919,500 shares of Common Stock beneficially owned in the aggregate by RCG Enterprise and RCG PB.

Messrs. Cohen, Stark, Strauss and Solomon, as the sole managing members of C4S, may be deemed to beneficially own the 919,500 shares of Common Stock beneficially owned in the aggregate by RCG Enterprise and RCG PB.

RCG Enterprise maintains an open short position of 51,880 shares of Common Stock, which position is not netted against the data provided herein as to the number of shares beneficially owned by the Reporting Persons.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of Ramius Advisors, Ramius Capital, C4S, Messrs. Cohen, Stark, Strauss and Solomon disclaims beneficial ownership of the Common Stock beneficially owned by RCG Enterprise and RCG PB and the filing of this statement shall not be construed as an admission that any such person is the beneficial owner of any such securities.

(b) Percent of class:

5.9%

Based on 14,623,445 shares outstanding as of November 14, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 14, 2007. As of the date hereof, (i) RCG PB and Ramius Advisors may be deemed to beneficially own less than one percent of the outstanding shares of Common Stock and (ii) each of RCG Enterprise, Ramius Capital, C4S, and Messrs. Cohen, Stark, Strauss and Solomon may be deemed to beneficially own 5.9% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

CUSIP NO. 02520T103

- (i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

- (ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

- (iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

- (iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item
10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect

Exhibits:

Exhibit 99.1: Joint Filing Agreement, dated as of January 28, 2008, by and among RCG Enterprise, RCG PB, Ramius Advisors, Ramius Capital, C4S and Messrs. Cohen, Stark, Strauss and Solomon.

Exhibit 99.2: Power of Attorney for Messrs. Cohen, Stark, Strauss and Solomon dated August 16, 2007.

CUSIP NO. 02520T103

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2008

RCG ENTERPRISE, LTD

By: Ramius Capital Group, L.L.C.,
its investment manager

RAMIUS ADVISORS, LLC

By: Ramius Capital Group, L.L.C.,
its sole member

RCG PB, LTD

By: Ramius Advisors, LLC
its investment advisor

RAMIUS CAPITAL GROUP, L.L.C.

By: C4S & Co., L.L.C.,
as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon
Name: Jeffrey M. Solomon
Title: Authorized Signatory

/s/ Jeffrey M. Solomon

JEFFREY M. SOLOMON

Individually and as attorney-in-fact for
Peter A. Cohen, Morgan B. Stark and
Thomas W. Strauss