

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

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE  
SECURITIES EXCHANGE ACT OF 1934**

For the month of November, 2018  
Commission File Number 001-33429

**Acorn International, Inc.**  
(Registrant's name)

19/F, 20<sup>th</sup> Building, 487 Tianlin Road, Shanghai 200233, People's Republic of China  
(Address of principal  
executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

**EXHIBIT**

Exhibit 99.1 – Notice of Annual General Meeting of Shareholders dated November 5, 2018

Exhibit 99.2 – Proxy Statement dated November 5, 2018

Exhibit 99.3 – Proxy Card for Annual General Meeting of Shareholders

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 5, 2018

Acorn International, Inc  
By: /s/ Jacob Alexander Fisch  
Name: Jacob Alexander Fisch  
Title: Chief Executive officer

**ACORN INTERNATIONAL, INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON DECEMBER 10, 2018**

On December 10, 2018, Acorn International, Inc., a Cayman Islands company (the “Company”), will hold its annual general meeting of shareholders at the offices of Sheppard Mullin Richter & Hampton LLP, 26th Floor, Wheelock Square, 1717 Nanjing Road West, Jing An District, Shanghai, 200040, People’s Republic of China, at 10:00 a.m. local time for the following purposes:

1. Re-election of Mr. Robert W. Roche as a director of the Company.
2. Re-election of Mr. Urs P. Zimmerman as a director of the Company
3. Re-election of Mr. Pierre E. Cohade as a lead director of the Company.
4. Re-election of Ms. Jenny Hseau-Jean Wang as a director of the Company.
5. Re-election of Mr. Eric Haibing Wu as a director of the Company.
6. Ratification of appointment of Grant Thornton CPA LLP as independent auditor of the Company for the fiscal year ending December 31, 2018.
7. To transact any such other business that may properly come before the meeting.

You can find more information about each of these items, including the nominees for Director, in the attached proxy statement. Only shareholders registered in the register of members at the close of business on November 2, 2018 can vote at this meeting or at any adjournment that may take place.

We cordially invite all shareholders to attend the annual general meeting in person. However, a shareholder entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of such shareholder. A proxy need not be a shareholder of the Company. Whether or not you expect to attend the annual general meeting in person, please mark, date, sign and return the enclosed proxy card as promptly as possible to ensure your representation and the presence of a quorum at the annual general meeting. If you send in your proxy card and then decide to attend the annual general meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement. This proxy is to be delivered to the attention of Jacob A. Fisch, Acorn International, Inc., 19/F, 20th Building, 487 Tian Lin Road, Shanghai 200233, People’s Republic of China, and arrive no later than December 3, 2018. The Notice of the Annual General Meeting of Shareholders, the Proxy Statement and a copy of the Company’s 2017 Annual Report are also available through our website at <http://www.acorninternationalir.com>.

By Order of the Board of Directors,

Jacob A. Fisch  
Chief Executive Officer  
November 5, 2018

EX-99.2 3 tv506278\_ex99-2.htm EXHIBIT 99.2

## Exhibit 99.2



### ACORN INTERNATIONAL, INC.

#### PROXY STATEMENT

##### General

Our Board of Directors (the “Board”) is soliciting proxies for the annual general meeting of shareholders to be held on December 10, 2018 at 10:00 a.m., local time, or at any adjournment or postponement thereof. The annual general meeting will be held at the offices of Sheppard Mullin Richter & Hampton LLP, 26/F, Wheelock Square, 1717 Nanjing Road West, Shanghai 200040, the People’s Republic of China.

##### Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date or, if you hold ordinary shares, by attending the meeting and voting in person. A written notice of revocation must be delivered to the attention of Acorn International, Inc. (the “Company”), if you hold our ordinary shares, or to Citibank N.A., if you hold American Depositary Receipts (“ADRs”) evidencing American Depositary Shares (“ADSs”) representing our ordinary shares.

##### Record Date, Share Ownership, and Quorum

Shareholders of record at the close of business on November 2, 2018 (the “Record Date”) are entitled to vote at the annual general meeting. Our ordinary shares underlying ADSs are included for purposes of this determination. As of the Record Date, 72,274,281 shares of our ordinary shares, par value US\$0.01 per share, were issued and outstanding, 47,914,580 of which were represented by ADSs. Two (2) shareholders entitled to vote and present in person or by proxy that represent not less than one-third of our issued and outstanding voting power represented by the issued and paid up shares in our company shall form a quorum for all purposes.

##### Voting and Solicitation

Acorn  
Inter  
nati  
onal  
Inc

Holders of ordinary shares outstanding on our register of members as of the record date are entitled to one vote for each ordinary share held. At the annual general meeting every ordinary shareholder present in person or by proxy or, in the case of an ordinary shareholder being a corporation, by its duly authorized representative, may vote for the ordinary shares held by such ordinary shareholder. Each proposal put to the vote at the meeting

shall be decided on a poll. The result of the poll shall be deemed to be the resolution of each matter put to a vote.

The costs of soliciting proxies will be borne by us. Proxies may be solicited by certain of our Directors, officers and regular employees, without additional compensation, in person or by telephone or electronic mail. Copies of solicitation materials will be furnished to banks, brokerage house, fiduciaries, and custodians holding in their names our ordinary shares or ADSs beneficially owned by others to forward to those beneficial owners.

#### 上海

- 地址：上海市田林路487号20号楼19层
- 邮编：200233
- 电话：021-51518888
- 传真：021-51518883

### **Voting by Holders of Ordinary Shares**

When proxies are properly dated, executed, and returned by holders of ordinary shares, the ordinary shares they represent will be voted at the annual general meeting in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, or in the case of broker's non-votes, the ordinary shares will not be counted towards a quorum or for any purpose in determining whether the proposal is approved. Abstentions by holders of ordinary shares are included in the determination of the number of ordinary shares present and voting but are not counted as votes for or against a proposal.

### **Voting by Holders of American Depositary Shares**

Citibank, N.A., as depositary of the ADSs, has advised us that it intends to mail to all holders of ADSs this proxy statement, the accompanying notice of annual general meeting and an ADR Voting Instruction Card. Upon the written request of a holder of record of ADSs, Citibank, N.A. will endeavor, in so far as practicable, to vote or cause to be voted the amount of ordinary shares or other deposited securities represented by such ADSs, evidenced by ADRs related to those ADSs, in accordance with the instructions set forth in such request. Citibank, N.A. has advised us that it will not vote or attempt to exercise the right to vote ordinary shares other than in accordance with instructions received from the ADS holders of record. As the holder of record for all the ordinary shares represented by the ADSs, only Citibank, N.A. may vote those ordinary shares at the annual general meeting.

Citibank, N.A. and its agents have advised us that they are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions. This means that if the ordinary shares underlying your ADSs are not able to be voted at the annual general meeting, you may have no recourse.

If Citibank, N.A. does not receive instructions from an ADS holder as of the record date on or before the date established by Citibank, N.A. for such purpose, such holder shall be deemed, and Citibank, N.A. shall deem such holder, to have instructed Citibank, N.A. to give a discretionary proxy to a person designated by the Company to vote the deposited securities; provided, however, that no such discretionary proxy shall be given by Citibank, N.A. with respect to any matter to be voted upon as to which the Company informs Citibank, N.A. that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the rights of holders of deposited securities may be adversely affected. The Company has informed Citibank, N.A. that any discretionary proxy they receive from Citibank, N.A. will be voted in accordance with the Board recommendations. In addition, if Citibank, N.A. timely receives voting instructions from an ADS holder which fails to specify the manner in which Citibank, N.A. is to vote the deposited securities represented by such holder's ADSs, Citibank, N.A. will deem such holder (unless otherwise specified in the notice distributed to holders) to have instructed Citibank, N.A. to vote in favor of the items set forth in such voting instructions.

#### 上海

- 地址：上海市田林路487号20号楼19层

- 邮编: 200233
- 电话: 021-51518888
- 传真: 021-51518883

## PROPOSALS 1-5 RE-ELECTION OF DIRECTORS

According to Article 87 of our Amended and Restated Articles of Association (the “Articles”), at each annual general meeting, all of the Directors for the time being shall retire from office, retaining office until the close of such meeting and shall be eligible for re-election by ordinary resolution. If, for any cause, the requisite number of Directors required in accordance with these Articles is not elected at the annual general meeting, they may be elected as soon thereafter as convenient at an extraordinary general meeting of the Members called for that purpose in the manner provided in these Articles. Based on the above rules, all the existing Directors of the Board shall retire from office by rotation and be eligible for re-election at the 2018 annual general meeting.

We now hereby nominate Mr. Robert W. Roche, Mr. Urs P. Zimmerman, Mr. Pierre E. Cohade, Ms. Jenny Hseau-Jean Wang and Mr. Eric Haibing Wu as the Directors for re-election at the 2018 annual general meeting.

Ordinary shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the nominee named below. The Board has no reason to believe that the nominees named below will be unable or unwilling to serve as a Director if re-elected. In the event that the nominees should be unavailable for re-election as a result of an unexpected occurrence, such ordinary shares will be voted for the election of such substitute nominees as management may propose.

The name of the nominee, his or her age, the principal position currently held by him or her and his or her biography are as follows:

Name	Age
Robert W. Roche	55
Urs P. Zimmerman	55
Pierre E. Cohade	57
Jenny Hseau-Jean Wang	63
Eric Haibing Wu	46

*Mr. Robert W. Roche is a co-founder of the Company and the executive chairman of our board of directors. He also serves as the chairman of Oak Lawn Marketing, a company incorporated in Japan. In addition, Mr. Roche conducts numerous business operations throughout Asia and the United States. President Obama named Mr. Roche to the United States Trade Representative’s (USTR) Advisory Committee for Trade Policy and Negotiations. He is also a member of the Advisory Council for the non-profit 100,000 Strong Foundation. Mr. Roche’s other civic contributions include serving as prior Chairman of the Board of Governors of the American Chamber of Commerce in Shanghai, member of the American Chamber of Commerce Japan Board of Governors, and a Board Member at the USA Pavilion, Expo 2010 Shanghai. In addition to funding his own foundation, Mr. Roche’s philanthropic work includes endowing a chair at Nanzan University in Nagoya, Japan, and establishing a Masters of Laws (LLM) in International Business Transactions program at the University of Denver, Sturm College of Law. Mr. Roche received his bachelor’s degree in Economics and Japanese Studies from Illinois State University in 1985 and a J.D. degree from the University of Denver in 1988.*

### 上 海

- 地址 : 上海市田林路487号20号楼19层
- 邮编: 200233
- 电话: 021-51518888
- 传真: 021-51518883

*Mr. Urs P. Zimmerman is an independent director of our Company. Mr. Zimmermann brings a wealth of expertise and knowledge to his role at Acorn, gained from spending more than 12 years working in multiple countries in Asia. Since April of 2015 he has served as the Senior Director and Country Head of DKSH China, a leading Swiss Market Expansion Service provider with a strong global brand portfolio focused on Asia. From May 2013 to March 2015 Mr. Zimmerman served as Country Head and Interim Manager in Thailand for IngenioCorp Co. Ltd., a logistics and supply chain solutions provider. Prior to that, Mr. Zimmerman held various executive roles in Europe, Africa and the Asia-Pacific Region with some of the world's leading logistics and supply chain management and healthcare companies. During his time in Asia, he held several Senior Director positions, including Regional CFO Asia in Hong Kong and had the responsibility for business development in several Asian countries. Born and raised in Switzerland, Mr. Zimmermann speaks German, English, French and is proficient in Spanish and Portuguese. He holds a Federal Certificate in Commerce and Administration in Switzerland. He gained his professional qualification through management courses from the International Institute for Management Development (IMD), Lausanne with a focus on business strategy, entrepreneurship, marketing, finance and leadership and holds an executive MBA from the IMD in Lausanne, Switzerland.*

*Mr. Pierre E. Cohade, until recently, was the CEO of Triangle Tyre, China's largest private tire manufacturer. Between 2004 and 2011, Cohade was the president of Goodyear Asia Pacific. Cohade has also served as Senior Advisor to ChinaVest, Wells Fargo's Investment Bank affiliate in China, as well as the Center for Creative Leadership. In 2003, Group Danone chose Cohade to run its global Water and Beverage division, based in Paris, France. Cohade started to work for Eastman Kodak in the USA as a financial analyst in 1985 and subsequently held business management and executive positions in Brazil, Mexico, the United States, Singapore and Switzerland. He was named General Manager of Kodak Worldwide Consumer Films in 1996 and assumed leadership of the Asia Pacific region for Kodak's Consumer business in 1999. Mr. Pierre E. Cohade was named Chairman of Kodak's Europe, Africa, Middle East and Russia Region in 2001. Cohade is a native of Barcelonnette, France, and he received a degree in business management from the SKEMA business school in Sophia-Antipolis, France, in 1984 and an MBA from the Penn State University in 1985. He resides in Shanghai with his wife Sonoko and their daughter Sophia-Lena, and his grown up children, Arnaud and Alexia, reside in New York.*

*Ms. Jenny Hseau-Jean Wang has over 30 years of experience in executive management, finance and business strategy for the Asia Pacific operations of several high-profile multinational organizations. From 2012 to 2013, Ms. Wang served as Senior Vice President for TE Connectivity (formerly Tyco Electronics) where she led China operations with a focus on growth through good corporate governance and strategic positioning. From 2005 to 2012, Ms. Wang led the growth of Goodyear Tire and Rubber Company in Asia, most recently in the role of Vice President, Investment and Business Development, Asia Pacific. From 2004 to 2005, she served as CFO and Vice President of Semiconductor Manufacturing International Company (SMIC), one of the world's largest semiconductor foundries. From 1993 to 2003, she served in various executive and finance positions for Motorola's Asia operations. Prior to that, she served as a Tax Manager at Arthur Andersen in the U.S. Ms. Wang is currently focused on community service in youth development and family and business financial planning in China. Ms. Wang has a Bachelor's degree in Business from Taiwan Providence University, a Master of Science in Accounting from the University of Houston and is a Certified Public Accountant in the US. Ms. Wang is fluent in Mandarin and English.*

#### 上海

- 地址：上海市田林路487号20号楼19层
- 邮编：200233
- 电话：021-51518888
- 传真：021-51518883

*Mr. Eric Haibing WU has over 20 years of experience in finance. He worked for PricewaterhouseCoopers in the United States from May 2000 to February 2006 and later worked as a senior manager in the assurance department of PricewaterhouseCoopers Zhong Tian CPAs Limited Company from February 2006 to October 2007. Since October 2007, he has been serving as the chief financial officer of Plateno Hotels Group (formerly*

known as 7 Days Group Holdings Limited). Mr. Wu graduated from Shanghai Jiao Tong University (上海交 通大學) with a bachelor's degree in economics in July 1994 and received a master's degree in business administration from Michigan State University in May 2000.

Each Director will be elected by an affirmative vote of a simple majority of the votes of the holders of ordinary shares present in person or represented by proxy and voting at the annual general meeting by way of an ordinary resolution.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSALS 1-5, THE RE-ELECTION OF THE NOMINEES NAMED ABOVE.**

**上 海**

- 地址：上海市田林路487号20号楼19层
- 邮编：200233
- 电话：021-51518888
- 传真：021-51518883

**PROPOSAL 6  
RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR**

Our Audit Committee recommends, and our Board of Directors concurs that Grant Thornton CPA LLP be appointed as our independent auditor for the fiscal year ending December 31, 2018. Grant Thornton CPA LLP has served as our independent auditor since 2016.

In the event our shareholders fail to vote in favor of the appointment, our Audit Committee will reconsider its selection. Even if the shareholders vote in favor of the appointment, our Audit Committee in its discretion may direct the appointment of a different independent auditing firm at any time during the year if the audit committee believes that such a change would be in the best interests of our company and shareholders.

The affirmative vote of a simple majority of the votes of the holders of ordinary shares present in person or represented by proxy and voting at the annual general meeting will be required to approve this proposal by way of an ordinary resolution.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 6, THE APPOINTMENT OF GRANT THORNTON CPA LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2018.**

**OTHER MATTERS**

Save as disclosed above, we know of no other matters to be submitted to the annual general meeting. If any other matters properly come before the annual general meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the Board of Directors may recommend.

By Order of the Board of Directors,

Jacob A. Fisch  
Chief Executive Officer  
November 5, 2018

**Exhibit 99.3**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF ACORN INTERNATIONAL, INC. FOR THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 10, 2018**

The undersigned shareholder of Acorn International, Inc., a Cayman Islands company (the “Company”), hereby acknowledges receipt of the notice of annual general meeting of shareholders and the proxy statement, each dated November 5, 2018 and hereby appoints Mr. Jacob A. Fisch with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the annual general meeting of shareholders of the Company to be held on December 10, 2018 at 10:00 a.m., local time at the offices of Sheppard Mullin Richter & Hampton LLP, 26th Floor, Wheelock Square, 1717 Nanjing Road West, Jing An District, Shanghai, 200040, People’s Republic of China, and at any adjournment or postponements thereof, and to vote all ordinary shares which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below (i) as specified by the undersigned below and (ii) in the discretion of any proxy upon such other business as may properly come before the meeting, all as set forth in the notice of annual general meeting and in the proxy statement furnished herewith.

**This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder.**

Proposal 1: Ordinary Resolution: Re-election of Mr. Robert W. Roche as a director of the Company.

For

Against

Proposal 2: Ordinary Resolution: Re-election of Mr. Urs P. Zimmerman as a director of the Company.

For

Against

Proposal 3: Ordinary Resolution: Re-election of Mr. Pierre E. Cohade as a lead director of the Company.

For

Against

Proposal 4: Ordinary Resolution: Re-election of Ms. Jenny Hseau-Jean Wang as a director of the Company.

For

Against

Proposal 5: Ordinary Resolution: Re-election of Mr. Eric Haibing Wu as a director of the Company.

For

Against

**上海**

- 地址：上海市田林路487号20号楼19层
- 邮编：200233



- 电话: 021-51518888
- 传真: 021-51518883



Proposal 6: Ordinary Resolution: Ratification of appointment of Grant Thornton CPA LLP as independent auditor of the Company for the fiscal year ending December 31, 2018.

For

Against

Dated: \_\_\_\_\_, 2018

Shareholder's Name:

\_\_\_\_\_

Signature

This Proxy Card must be signed by the person registered in the register of members at the close of business on November 2, 2018. In the case of a corporation, this Proxy Card must be executed by a duly authorized officer or attorney.

**上海**

- 地址: 上海市田林路487号20号楼19层
- 邮编: 200233
- 电话: 021-51518888
- 传真: 021-51518883