

FELDMAN ROGER  
Form SC 13G/A  
February 13, 2009

---

---

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

Schedule 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 03)\*

OMB Number  
3235-0145

ACME COMMUNICATIONS INC.  
(Name of Issuer)

Common Stock, \$.01 par value per share  
(Title of Class of Securities)

004631107  
(CUSIP Number)

December 31, 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:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input type="checkbox"/>	Rule 13d-1(d)

\* 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.

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Roger Feldman
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
a.   
b.
3. SEC Use Only
4. Citizenship or Place of Organization  
United States Citizen

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	1,667,850
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	1,667,850

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,667,850
  10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row 9  
10.4%
  12. Type of Reporting Person (See Instructions)  
IN
-

CUSIP No.

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Harvey Hanerfeld
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
a.   
b.
3. SEC Use Only
4. Citizenship or Place of Organization  
United States Citizen

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 1,667,850
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 1,667,850

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,667,850
  10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row 9  
10.4%
  12. Type of Reporting Person (See Instructions)  
IN
-

Item 1.

- a. Name of Issuer  
ACME Communications Inc.
- b. Address of Issuer's Principal Executive Offices  
2101 E. 4th Street, Suite 202 A, Santa Ana, CA 92705-3825

Item 2.

- a. Name of Person Filing  
This schedule is being filed jointly by Roger Feldman and Harvey Hanerfeld (The "Reporting Persons").
- b. Address of Principal Business Office or, if None, Residence  
The address of each of the Reporting Persons is  
1919 Pennsylvania Ave., NW  
Suite 725  
Washington, DC 20006
- c. Citizenship  
Each of the Reporting Persons is a United States Citizen.
- d. Title of Class of Securities  
Common Stock, \$.01 par value per share.
- e. CUSIP Number  
004631107

---

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- a.  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- b.  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- c.  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- d.  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- e.  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- f.  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- g.  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- h.  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- i.  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- j.  Group, in accordance with §240.13d-1(b)(1)(ii)(J).



Item 4. Ownership

- a. Amount beneficially owned:  
See Attachment A
  - b. Percent of class:  
See Attachment A
  - c. Number of shares as to which the person has:
    - i. Sole power to vote or to direct the vote:  
See Attachment A
    - ii. Shared power to vote or to direct the vote:  
See Attachment A
    - iii. Sole power to dispose or to direct the disposition of:  
See Attachment A
    - iv. Shared power to dispose or to direct the disposition of:  
See Attachment A
- 

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

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 Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

---

Item 8. Identification and Classification of Members of the Group

Not Applicable

---

Item 9. Notice of Dissolution of Group

Not Applicable

---

Item 10. Certification

By signing below I certify that, to the best of my 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.

---

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 06, 2009

---

Date

/s/ Roger Feldman

---

Signature

Roger Feldman

---

Name / Title

/s/ Harvey Hanerfeld

---

Signature

Harvey Hanerfeld

---

Name / Title

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

---



ATTACHMENT A

As of December 31, 2008, each of Roger Feldman and Harvey Hanerfeld is the beneficial owner of 1,667,850 shares of Common Stock, constituting 10.4% of the issued and outstanding shares of Common Stock. As sole owners and managing members of West Creek Capital, LLC, a Delaware limited liability company (formerly West Creek Capital L.P., a Delaware limited partnership) that is the investment advisor to (i) West Creek Partners Fund L.P., a Delaware limited partnership ("Partners Fund"), (ii) Cumberland Investment Partners, L.L.C., a Delaware limited liability company ("Cumberland"), (iii) WC Select L.P., a Delaware limited partnership ("Select") and (iv) certain private accounts (the "Accounts"), Mr. Feldman and Mr. Hanerfeld may be deemed to have the shared power to direct the voting and disposition of the 737,135 shares of Common Stock owned by Partners Fund, the 360,476 shares of Common Stock owned by Cumberland, the 494,548 shares of Common Stock owned by Select and the 75,691 shares of Common Stock held in the Accounts.

---