

ACORN ENERGY, INC.
Form DEFA14A
May 07, 2010

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

SCHEDULE 14A

(RULE 14a-101)

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ACORN ENERGY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

The following definitive materials are filed herewith related to the Registrant's Annual Meeting to be held on June 10, 2010:

- Notice and Access Card (mailed to beneficial owners by Broadridge)
 - CEO's Letter to Stockholders and Corporate Information Page (included in "10-K Wrap" Annual Report provided or made available to stockholders entitled to notice of the Annual Meeting)
-

4 West Rockland Road, 1st Floor, Montchanin, Delaware 19710
Phone: (302) 656-1708 Fax: (302) 656-1703

Dear Friends and Fellow Shareholders:

To date, Information Technology has transformed every aspect of American life except our two biggest expenditures--health care and energy. We communicate differently than we did twenty years ago, we learn differently, we access entertainment differently -- we even socialize differently. Yet, while technology itself has impacted the energy and health fields, Information Technology specifically has barely dented them. These two sectors of the economy suffer from tremendous inefficiencies. When Information Technology collides with the healthcare and energy industries, we predict this will unleash tremendous prosperity both for our society and for those investors who have positioned themselves for the coming change.

This isn't the place to discuss health care, but the realm of energy is our bailiwick, so I'll share a few thoughts.

The Enercosm is the coming world of networked energy. Surprisingly, the number one use of energy is not our end use as consumers but the extraction, refining, and distribution of energy itself. The production of energy is incredibly inefficient. In the past hundred years, those who produce and distribute most of our energy -- oil companies, coal companies and utilities -- have relied on and benefitted from economies of scale. That era, however, is drawing to a close. What's next? An era where Information Technology unleashes economies of connection, causing continuing deflation in the real cost of energy even as we factor in the cost of externalities like emissions controls and security.

Acorn Energy has positioned itself to promulgate and benefit from the coming transformation of the Enercosm. In 2009, as the energy industry just began to tip into the new economy, our unique focus enabled us to ride out 2009, the Great Recession year, with 50% sales growth -- a feat we expect to repeat in Fiscal 2010.

And we're just getting started.

Here are some highlights for 2009 at our constituent companies:

CoaLogix, our award winning cleaner coal technology provider, grew its sales by almost 80% to \$18.1 million, while gross profit increased by 156% to \$6.3 million. On January 1, 2009, the Clean Air Interstate Rule (CAIR) became effective, substantially increasing demand for CoaLogix services. We and our co-investor, EnerTech Capital III L.P. and senior members of CoaLogix management, pledged \$11.5 million in investment to build a second plant in Charlotte to meet rising customer demands. We anticipate the Steele Creek plant will be operational in the third quarter of 2010. CoaLogix is transforming the Enercosm by lowering the costs of emissions controls for coal-fired power plants. CoaLogix sits at the center of the web of air pollution controls systems and is helping our customers optimize and lower the cost of NOx removal. A recently announced collaboration with FLSmidth, a €3.5 billion market capitalization supplier of material handling equipment, will expand our portfolio of solutions to SO3 and mercury remediation.

Coreworx revenue for 2009, the first full year of ownership by Acorn, totaled \$4.0 million. In 2010 Coreworx will introduce four new products that will expand the appeal of its main product and substantially lower customer cost. This transition and the acquisition of Decision Dynamics (DDY-TSX.V) are expected to greatly accelerate revenue growth; however, we expect the sales acceleration will be heavily weighted to the last six months of the year. Coreworx is transforming the Enercosm by developing software tools to improve the productivity of construction management and the global supplier networks required to build major capital projects. We are helping move the industry from islanded data collected in Excel spreadsheets to networked, web based systems that provide

actionable business intelligence and enable collaboration across the global supply chain. The addition of Decision Dynamics will enable Coreworx to offer cost management in real-time that solves one of the industry's biggest headaches: poor tracking of contractor labor costs and earned value.

DSIT revenue in 2009 rose 10% from \$8.3 million to \$9.2 million. Gross margins increased from 34% in 2008 to 44% in 2009. Recently announced orders and a robust pipeline of sales leads are expected to increase revenue more dramatically in 2010. DSIT is transforming the Enercosm by developing intelligent systems for lowering the cost of protecting existing energy infrastructure. Energy companies are in the business of investing vast amounts of capital in energy infrastructure and then extracting cash flows over long periods of time. Our customers are becoming increasingly aware that those assets can disappear overnight in a terrorist attack. Like clean air, the security of energy assets has been taken for granted. Public policy is requiring these externalities to be included in the cost of energy. Acorn is anticipating these changes and is creating a market before others recognize the opportunity.

Two other exciting companies in our portfolio are well positioned for the transformation of the Enercosm. GridSense, the results of which we will fully consolidate after our acquisition at the end of April 2010, continues to gain market penetration with its revolutionary smart grid technologies. U.S. Sensor Systems Inc. (USSI), in which we have options to buy a majority stake, will enable us to expand our energy security offering to pipelines, perimeter fencing, and solar farms. In addition, USSI's sensor technology is poised to be an enabling technology for 4D seismic that may help solve near-term concerns over hydrocarbon depletion.

The economic history of the world is punctuated by "jump points" - changes in the business environment so startling that we have no choice but to rethink the future. The tricky part has been identifying them at the right time. Very often investors and the media mistake the arrival of a stunning new invention for the jump point. Acorn recognizes that technology revolution is a fitful process. New technologies, particularly in the energy business, take time to be absorbed and diffused.

Most jump points occur well after the enthusiasm settles and the parade has passed. This is why we think our strategy of acquiring businesses at big discounts to previously invested capital, and only after the technology has been proven with reference customers, makes so much sense. In fact, we believe the most compelling opportunities of the developing cleantech industry are a continuation of the Internet and telecom technology aspects of the Information Technology revolution. The profound implication of this is that rather than making bets on traditional cleantech businesses that benefit from economies of scale (such as ethanol, solar, and wind), we are investing in businesses that benefit from economies of connection. These businesses benefit by both being capital-light and offering accelerating returns as their network scales. We believe our dual management/shareholder's perspective and corresponding patience with our opportunity is a big off-balance sheet asset.

In last year's letter to you I asserted that the stock market had undervalued our shares. Although it soon rebounded substantially, I continue to believe that the share price does not yet fairly reflect the full value of our business. In 2009 I acquired 75,000 shares, and as of this writing I have personally acquired another 75,000 shares in 2010.

Thank you, as always, for your continued faith in Acorn Energy.

Sincerely,

John A. Moore
Chief Executive Officer

COMPANY
DIRECTORY

ANNUAL REPORT 2009

HEADQUARTERS	COMPANIES	INVESTOR RELATIONS
Acorn Energy, Inc. 4 West Rockland Road P.O. Box 9 Montchanin, DE 19710 302-656-1707 www.acornenergy.com	CoaLogix Inc. 11707 Steele Creek Road Charlotte, NC 28273 www.coalogix.com	For additional information regarding Acorn Energy, Inc. please contact: Rod O'Connor Cameron Associates rod@cameronassoc.com

INDEPENDENT
AUDITOR

DIRECTORS &
OFFICERS

John A. Moore Director, President, CEO and Chairman of the Board jmoore@acornenergy.com George Morgenstern Director, Founder and Chairman Emeritus of the Board	Coreworx Inc. 22 Frederick Street, Suite 800 Kitchener, Ontario, Canada www.coreworxinc.com	Friedman LLP Certified Public Accountants 100 Eagle Rock Avenue East Hanover, NJ 07936 www.friedmanllp.com
---	---	---

LEGAL COUNSEL

Richard J. Giacco Director	DSIT Solutions Ltd. 2 Rechavam Zeevi Street Givat Shmuel, 54017 Israel www.dsit.co.il	Eilenberg & Krause LLP 11 East 44th Street, 19th Floor New York, New York 10017 www.eeklaw.com
-------------------------------	--	--

REGISTRAR AND
TRANSFER AGENT

Joe Musanti Director and Chairman of Audit Committee	GridSense™ GridSense Inc. 2568 Industrial Blvd, Suite 100 West Sacramento, CA 95691 www.gridsense.net	American Stock Transfer & Trust Co. 59 Maiden Lane New York, New York 10038 www.amstock.com
Richard Rimer Director and Member of Audit Committee		

Samuel M. Zentman
Director and Member
of Audit Committee

Michael Barth
Chief Financial Officer

US Sensor Systems Inc.
19835 Nordhoff Street,
Suite B
Northridge, CA 91324
www.ussensorsystems.com

Joe B. Cogdell, Jr.
Vice President, General
Counsel
and Secretary

David T. Beatson
Chief Technology Officer
