American Community Newspapers Inc. Form SC 13D/A August 14, 2007

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

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SCHEDULE 13D (RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

Amendment #1

American Community Newspapers, Inc

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(Name of Issuer)

Common Stock, par value \$0.0001 per share,

(Title of Class of Securities)

0250T103

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(CUSIP Number)

Paul D. Sonkin
Hummingbird Management, LLC
460 Park Avenue, 12th Floor
New York, New York 10022
212 750-7117

212 /50-/11/

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 27, 2007

\_\_\_\_

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box /\_/.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 (b) for other parties to whom copies are to be sent.

<sup>1</sup> 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 disclosures provided in a prior cover page.

The information required on 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 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. 025	OT103	13D/A Page 2 of 10	Pages
1		REPORTING PERSONS S.S. OR DENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL	Y)
		Hummingbird Management, LLC IRS No. 13-4082842	
2	CHECK TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) / / (b) /x/
3	SEC USE	ONLY	
4	SOURCE O		
5		X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEM 2(d) OR 2(e)	/ /
6	CITIZENS	HIP OR PLACE OF ORGANIZATION	
	DE	LAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER  1,139,603**	
PERSON WITH	 8	SHARED VOTING POWER	
		-0-	
	9	SOLE DISPOSITIVE POWER	
		1,139,603**	
	10	SHARED DISPOSITIVE POWER	
		-0-	
11	AGGREGAT PERSON	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	
	1,	139,603**	
12	CHECK BO	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CE	RTAIN

	SHARES					/ /		
13	PERCENT O	F CLASS	S REPRESENTE	D BY AMOUN	T IN ROW (	11)		
	7.4	응**						
14	TYPE OF R	EPORTI1	NG PERSON*					
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1			NG PERSONS S CATION NOS.		ERSONS (EN	TITIES ONI	ΔΥ)	
			Paul D. S	onkin				
2	CHECK THE	APPROI	PRIATE BOX I	F A MEMBER	OF A GROU	P*		/ / /x/
3	SEC USE O	NLY						
4	SOURCE OF	FUNDS						
5			SCLOSURE OF M 2(d) OR 2(		EEDINGS IS	REQUIRED		
6	CITIZENSH	IP OR E	PLACE OF ORG	ANIZATION				
	UNI	TED STA	ATES					
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SHARES BENEFICIALLY OWNED BY EACH REPORTING			1,189,603*					
PERSON WITH	8		ED VOTING PO			·		
			-0-					
	9	SOLE	DISPOSITIVE	POWER				

		-	1,189,603**					
	10	SHAREI	D DISPOSITIVE	POWER				
		-	-0-					
11	AGGREGATE A	AMOUNT	BENEFICIALLY	OWNED BY	EACH REPOR	TING		
	1,189	9,603*	*					
12	CHECK BOX :	IF THE	AGGREGATE AMC	UNT IN R	OW (11) EXC	LUDES CEI	RTAII	N
13	PERCENT OF	CLASS	REPRESENTED E	Y AMOUNT	IN ROW (11	)		
	7.7%	* *						
14	TYPE OF REI	PORTING	G PERSON					
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Company's i Reporting P This calcul	sently exercisanitial public of arties have not ation does not lders other that	offerin t yet e assume	ng and in subs exercised or c e the conversi	equent o onverted on of an	pen market any of suc y warrants	purchase: h warrant held by	ts.	
CUSIP No. 0	 250T103		13D/A	-	 Page	4 of 10 l	Page:	 s
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1			G PERSONS S.S. ATION NOS. OF		RSONS (ENTI	TIES ONL	==== Y)	====
		Humm	ingbird Capita	l, LLC				
2	CHECK THE A	APPROPI	RIATE BOX IF A	MEMBER	OF A GROUP*			/ / /x/
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4	SOURCE OF I	 FUNDS						
5			CLOSURE OF LEG	AL PROCE	EDINGS IS R	EQUIRED		
6	CITIZENSHI	P OR P1	LACE OF ORGANI	ZATION				

DELAWARE

	7 8 9	SHARE:	1,139,60  1,139,60   D VOTING  -0 DISPOSIT:	)3**		
OWNED BY EACH REPORTING PERSON WITH	9	SOLE	D VOTING			
PERSON WITH	9	SOLE	-0-	POWER		
	9	SOLE	-0-	POWER		
		SOLE				
			DISPOSIT			
	10			IVE POWER		
	10		1,139,603	3**		
		SHARE	D DISPOS	ITIVE POWER		
			-0-			
	AGGREGATE PERSON	AMOUNT	BENEFIC	IALLY OWNED	BY EACH REPORTING	
	1,13	39,603*	*			
	CHECK BOX SHARES	IF THE	AGGREGAT	re amount i	N ROW (11) EXCLUDES /	CERTAIN /
 13 I	PERCENT OF	CLASS	REPRESE	TED BY AMO	UNT IN ROW (11)	
	7.49	; * *				
14	TYPE OF RE	EPORTIN	G PERSON	 k		
	00					
of the Company's percentage set of 743,000 presents Company's initial of the Reporting Parties calculation	s outstand forth abov ly exercis al public arties hav n does not	ding conve assuments with the contract of the	mmon stoomes the earrants and in yet exercent the content of the c	ck. The cal exercise by acquired in subsequencised or conversion of	on stock, approximate culation of the share the Reporting Partice connection with the topen market purchanverted any of such any warrants held known whether or not exercise.	res and ies of e ases. warrants.
CUSIP No. 0250T3	103		13D/A		Page 5 of 2	 10 Pages
	NAME OF RE				PERSONS (ENTITIES (	======= ONLY)
		Humm	ingbird \	/alue Fund,	L.P.	
2 (	CHECK THE	APPROP:	RIATE BOX	K IF A MEMB	ER OF A GROUP*	(a) / , (b) /x,
3 \$	SEC USE ON	ИΓΊ				

\_\_\_\_\_\_ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) \_\_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 1,043,603\*\* OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER -0-9 SOLE DISPOSITIVE POWER 1,043,603\*\* \_\_\_\_\_\_ 10 SHARED DISPOSITIVE POWER -0-\_\_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,043,603\*\* -----12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3 6.8%%\*\* TYPE OF REPORTING PERSON\* 00 \*\*The Hummingbird Value Fund, LP, owns 300,603 shares of common stock, approximately 1.9% of the Company's outstanding common stock. The calculation of the shares and percentage set forth above assumes the exercise by the Reporting Parties of 743,000 presently exercisable warrants acquired in connection with the Company's initial public offering and in subsequent open market purchases. The Reporting Parties have not yet exercised or converted any of such warrants. This calculation does not assume the conversion of any warrants held by security holders other than the Reporting Parties, whether or not exercisable. \_\_\_\_\_\_ Page 6 of 10 Pages CUSIP No. 0250T103 13D/A \_\_\_\_\_\_ NAME OF REPORTING PERSONS S.S. OR

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

6

	Hummingbird Microcap Value Fund, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) // (b) /x/
3	SEC USE ONLY
4	SOURCE OF FUNDS OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF	7 SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING	96,000**
PERSON WITH	8 SHARED VOTING POWER
	-0-
	9 SOLE DISPOSITIVE POWER
	96,000**
	10 SHARED DISPOSITIVE POWER
	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	96,000**
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.6%**
14	TYPE OF REPORTING PERSON*
	00

\*\*The Hummingbird Microcap Value Fund, LP, owns 96,000 shares of common stock, approximately 0.6% of the Company's outstanding common stock. The calculation of the shares and percentage set forth above assumes the exercise by the Reporting Parties of 743,000 presently exercisable warrants acquired in connection with the Company's initial public offering and in subsequent open market purchases. The Reporting Parties have not yet exercised or converted any of such warrants. This calculation does not assume the conversion of any warrants held by security holders other than the Reporting Parties, whether or

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AMENDMENT NO. 1 TO SCHEDULE 13D

not exercisable.

This Amendment No. 1, dated August 14, 2007 amends Schedule 13D as previously filed by the Reporting Persons with the Securities and Exchange Commission on July 17, 2007 (the "Schedule 13D"), relating to the Common Stock, par value \$0.0001 per share, of American Community Newspapers, Inc. a Delaware Corporation.

Items 3,5, and 7 of the Schedule 13D are hereby amended and restated, as follows:

#### ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of August 14, 2007, Hummingbird has caused HVF and Microcap Fund to invest approximately \$1,518,950 and \$455,948, respectively, in the Shares of the Issuer using their working capital. As of August 14, 2007, Hummingbird has caused HVF to invest approximately \$274,373 in the Warrants of the Issuer using its working capital. Mr. Sonkin has invested approximately \$23,000 in Warrnts of the Issuer, using private funds.

#### ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) As investment manager of HVF and Microcap Fund, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF and Microcap Fund for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 1,139,603 Shares representing approximately 7.4% of the outstanding Shares of the Issuer (based upon 15,413,945 Shares outstanding as of July 2, 2007, as reported in company's Form 8-K filing on that date.) The Share total assumes the exercise by the Reporting Parties of 793,000 presently exercisable warrants acquired in open market purchases. The Reporting Parties have not yet exercised or converted any of such warrants. Hummingbird disclaims any beneficial ownership of the Shares covered by this Statement.

Mr. Sonkin, as the managing member and control person of Hummingbird, may be deemed to have the sole voting and investment authority over the Shares beneficially owned by Hummingbird and, for purposes of Rule 13d-3, may be deemed to be the beneficial owner of 1,189,603 Shares representing approximately 7.4% of the outstanding Shares of the Issuer (based upon 15,413,945 Shares outstanding as of July 2, 2007, as reported in company's Form 8-K filing on that date.) The Share total assumes the exercise by the Reporting Parties of 793,000 presently exercisable warrants acquired in open market purchases. The Reporting Parties have not yet exercised or converted any of such warrants. Mr. Sonkin disclaims any beneficial ownership of the Shares covered by this Statement.In addition, Mr. Sonkin owns 50,000 Warrants in his brokerage Accounts, which have not yet been exercised or converted.

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HC, as the general partner of the HVF, may be deemed to have the sole voting and investment authority over the Shares owned by HVF for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 1,139,603 Shares representing approximately 7.4% of the outstanding Shares of the Issuer (based upon 15,413,945 Shares outstanding as of July 2, 2007, as reported in company's Form 8-K filing on that date.) The Share total assumes the exercise by the Reporting Parties of 793,000 presently exercisable warrants acquired in open market purchases. The Reporting Parties have not yet exercised or converted any of such warrants. HC disclaims any beneficial ownership of the Shares covered by this Statement

 $\,$  HVF is the beneficial owner of 300,603 SHARES or 1.9% of the outstanding Shares of the Issuer. It is the beneficial owner of 743,000 Warrants.

Microcap Fund is the beneficial owner of 96,000 SHARES, or 0.6% of the outstanding Shares of the Issuer.

Paul D. sonkin is the owner of 50,000 Warrants.

(c) Hummingbird caused HVF to effect transactions in the Shares during the past 60 days as set forth below:

		NUMBER OF	
DATE	TYPE	SHARES	PRICE/SHARE
6/27/2007	open market purchase	719,900	5.640
6/28/2007	open market purchase	20,100	5.392
7/6/2007	private sale	690,000	5.700
7/16/2007	open market purchase	2,300	4.277
7/17/2007	open market purchase	15,100	4.515
7/18/2007	open market purchase	32,914	4.950
7/19/2007	open market purchase	8,089	4.800
7/20/2007	open market purchase	2,900	4.848
7/23/2007	open market purchase	2,000	4.895
7/23/2007	open market purchase	9,000	4.910
7/24/2007	open market purchase	170,000	4.974
7/24/2007	open market purchase	6,400	4.986
8/7/2007	open market purchase	900	4.300
8/8/2007	open market purchase	1,000	4.400

Hummingbird caused Microcap Fund to effect transactions in the Shares during the past  $60~{\rm days}$  as set forth below:

DATE	TYPE	NUMBER OF SHARES	PRICE/SHARE
7/31/2007 8/3/2007 8/6/2007	open market purchase open market purchase open market purchase	50,000 40,000 6,000	5.000 4.410 4.439

(d) Inapplicable. (e) Inapplicable. ITEM 6 Inapplicable ITEM 7 MATERIAL TO BE FILED AS EXHIBITS Exhibit Exhibit No. Description Joint Filing Agreement dated August 14,2007 by and among Hummingbird Management, LLC, Hummingbird Value Fund, L.P., Hummingbird Microcap Value Fund, L.P., Hummingbird Capital, LLC, and Paul Sonkin. \_\_\_\_\_\_ CUSIP No. 0250T103 Page 9 of 10 Pages 13D/A \_\_\_\_\_ SIGNATURES After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Dated: August 14, 2007 HUMMINGBIRD MANAGEMENT, LLC By: /s/ Paul D. Sonkin Name: Paul D. Sonkin Title: Managing Member /s/ Paul D. Sonkin PAUL D. SONKIN

HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

\_\_\_\_\_

Name: Paul D. Sonkin Title: Managing Member

HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin

\_\_\_\_\_

Name: Paul D. Sonkin Title: Managing Member

HUMMINGBIRD MICROCAP VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin Title: Managing Member

PAUL D. sONKIN

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin

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#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D dated August 14, 2007 (including amendments thereto) with respect to the Shares of American Community Newspapers, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: August 14, 2007 HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin Title: Managing Member

HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin Title: Managing Member

HUMMINGBIRD MICROCAP VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

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Name: Paul D. Sonkin Title: Managing Member

HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin

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Name: Paul D. Sonkin Title: Managing Member

By: /s/ Paul D. Sonkin

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Name: Paul D. Sonkin