

Edgar Filing: Community Bankers Acquisition Corp. - Form SC 13G/A

Community Bankers Acquisition Corp.

Form SC 13G/A

September 28, 2007

CUSIP No. 20361R101

13G

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)

Community Bankers Acquisition Corp.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

20361R101

-----  
(CUSIP NUMBER)

September 26, 2007

-----  
(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)

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).

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(1) NAMES OF REPORTING PERSONS	
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS	
D.B. Zwirn & Co., L.P. 02-0597442	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	
	(a) <input checked="" type="checkbox"/> [X]
	(b) <input type="checkbox"/> [ ]
(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF	(5) SOLE VOTING POWER
SHARES	0
BENEFICIALLY	(6) SHARED VOTING POWER
OWNED BY	961,409
EACH	(7) SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	(8) SHARED DISPOSITIVE POWER
	961,409
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED	
BY EACH REPORTING PERSON	
961,409	
(10) CHECK BOX IF THE AGGREGATE AMOUNT	
IN ROW (9) EXCLUDES CERTAIN SHARES **	
<input type="checkbox"/> [ ]	
(11) PERCENT OF CLASS REPRESENTED	
BY AMOUNT IN ROW (9)	
10.26%	
(12) TYPE OF REPORTING PERSON **	
PN	

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS	
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS	

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D.B. Zwirn Special Opportunities Fund, Ltd.

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*
- (a) ☒ [X]
- (b) ☐ [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER  
607,056

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
607,056

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
607,056

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

☐ [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
6.48%

(12) TYPE OF REPORTING PERSON \*\*  
CO

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

D.B. Zwirn Special Opportunities Fund, L.P. 73-1637217

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) ☒ [X]

(b) ☐ [ ]

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER  
354,353

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
354,353

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
354,353

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

[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.78%

(12) TYPE OF REPORTING PERSON \*\*  
PN

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

DBZ GP, LLC

42-1657316

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [X]

(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF	(5)	SOLE VOTING POWER	
SHARES		0	
-----			
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY		961,409	
-----			
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING		0	
-----			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
		961,409	
-----			
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 961,409		
-----			
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **		
			[ ]
-----			
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.26%		
-----			
(12)	TYPE OF REPORTING PERSON ** OO		
-----			

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS		
	Zwirn Holdings, LLC	30-0080444	
-----			
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **		
	(a)	[X]	
	(b)	[ ]	
-----			
(3)	SEC USE ONLY		
-----			
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
-----			
NUMBER OF	(5)	SOLE VOTING POWER	
SHARES		0	
-----			
BENEFICIALLY	(6)	SHARED VOTING POWER	
		961,409	

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OWNED BY	-----
EACH	(7) SOLE DISPOSITIVE POWER
	0
REPORTING	-----
PERSON WITH	(8) SHARED DISPOSITIVE POWER
	961,409
-----	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	961,409
-----	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
	SHARES **
	[ ]
-----	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	10.26%
-----	
(12)	TYPE OF REPORTING PERSON ** OO
-----	

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(1)	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
	Daniel B. Zwirn
-----	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
	(a) [X]
	(b) [ ]
-----	
(3)	SEC USE ONLY
-----	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
-----	
NUMBER OF	(5) SOLE VOTING POWER
	0
SHARES	-----
BENEFICIALLY	(6) SHARED VOTING POWER
	961,409
OWNED BY	-----
EACH	(7) SOLE DISPOSITIVE POWER
	0
REPORTING	-----
PERSON WITH	(8) SHARED DISPOSITIVE POWER
	961,409
-----	

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
961,409

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

[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
10.26%

(12) TYPE OF REPORTING PERSON \*\*  
IN

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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on September 27, 2006 (as amended, the "Schedule 13G") with respect to shares of Common Stock, par value \$0.01 per share (the "Shares") of Community Bankers Acquisition Corp., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Item 4 in its entirety as set forth below.

### Item 4. Ownership

#### (a) Amount Beneficially Owned

As of the date of this filing, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC, and Daniel B. Zwirn may each be deemed the beneficial owner of (i) 354,353 Shares owned by D.B. Zwirn Special Opportunities Fund, L.P. and (ii) 607,056 Shares owned by D.B. Zwirn Special Opportunities Fund, Ltd. (each entity referred to in (i) and (ii) is herein referred to as a "Fund" and, collectively, as the "Funds").

D.B. Zwirn & Co., L.P. is the manager of each of the Funds, and consequently has voting control and investment discretion over the Shares held by each of the Funds. Daniel B. Zwirn is the managing member of and thereby controls Zwirn Holdings, LLC, which in turn is the managing member of and thereby controls DBZ GP, LLC, which in turn is the general partner of and thereby controls D.B. Zwirn & Co., L.P. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Shares owned by another Reporting Person. In addition, each of D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC, and Daniel B. Zwirn disclaims beneficial ownership of the Shares held by the Funds.

#### (b) Percent of Class

Based upon the Issuer's quarterly report on form 10-Q filed on August 14, 2007 for the quarterly period ended June 30, 2007, there were 9,375,000 Shares outstanding as of August 6, 2007. Therefore, (i) D.B. Zwirn Special

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Opportunities Fund, L.P. owns approximately 3.78% of the outstanding Shares, (ii) D.B. Zwirn Special Opportunities Fund, Ltd. owns approximately 6.48% of the outstanding Shares and (iii) each of D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC, and Daniel B. Zwirn may be deemed to beneficially own 10.26% of the outstanding Shares. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Shares owned by another Reporting Person.

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

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

See Item 4(a)

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

See Item 4(a)

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

See Item 4(a)

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

See Item 4(a)

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Exhibits:

Exhibit I: Power of Attorney for Daniel B. Zwirn dated February 5, 2007.

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### SIGNATURE

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

Dated: September 28, 2007

D.B. ZWIRN SPECIAL OPPORTUNITIES  
FUND, L.P.

By: D.B. Zwirn & Co., L.P.

By: DBZ GP, LLC,  
its General Partner

By: Zwirn Holdings, LLC,  
its Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES  
FUND, LTD.

By: D.B. Zwirn & Co., L.P.

By: DBZ GP, LLC,  
its General Partner

By: Zwirn Holdings, LLC,  
its Managing Member

D.B. ZWIRN & CO., L.P.

ZWIRN HOLDINGS, LLC



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By: DBZ GP, LLC,  
its General Partner  
By: Zwirn Holdings, LLC,  
its Managing Member

DBZ GP, LLC  
By: Zwirn Holdings, LLC,  
its Managing Member

By: /s/ Lawrence D. Cutler

-----  
Name: Lawrence D. Cutler

Title: Authorized Signatory

/s/ Lawrence D. Cutler

-----  
LAWRENCE D. CUTLER, as Attorney-in-  
Fact for Daniel B. Zwirn