

Edgar Filing: Akeena Solar, Inc. - Form SC 13D/A

Akeena Solar, Inc.
Form SC 13D/A
November 09, 2007

CUSIP No. 009720103

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

SCHEDULE 13D

(AMENDMENT NO. 3)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

AKEENA SOLAR, INC.

(Name of Issuer)

COMMON STOCK, NO PAR VALUE

(Title of Class of Securities)

009720103

(CUSIP Number)

Kathryn Klinedinst, Esq.
Greenberg Glusker Fields Claman & Machtinger LLP
1900 Avenue of the Stars, Suite 2100
Los Angeles, CA 90067
(310) 201-7576

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

October 30, 2007

(Date of Event which Requires Filing of this Statement)

If the reporting 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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-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 Section 240.13d-7(b) for other parties to whom copies are to be sent.

* 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 ("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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CUSIP No. 009720103

1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

David Gelbaum, Trustee, The Quercus Trust

2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a) [X]
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)
PF

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
U.S.

	7. Sole Voting Power
NUMBER OF	-0-
SHARES	-----
BENEFICIALLY	8. Shared Voting Power
OWNED BY	1,946,361
EACH	-----
REPORTING	9. Sole Dispositive Power
PERSON	-0-
WITH	-----
	10. Shared Dispositive Power
	1,946,361

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,946,361

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)
7.1%(1)

14. Type of Reporting Person (See Instructions)
IN

(1) Based on 27,354,513 shares of Common Stock, par value \$0.001 per share, as reported in the Issuer's Quarterly Report on Form 10-QSB for the quarterly period ended June 30, 2007 and Current Report on Form 8-K dated November 1, 2007.

CUSIP No. 009720103

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1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Monica Chavez Gelbaum, Trustee, The Quercus Trust

2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a) [X]
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)
PF

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
U.S.

- | | |
|--|------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. Sole Voting Power |
| | -0- |
| | 8. Shared Voting Power |
| | 1,946,361 |
| 9. Sole Dispositive Power | |
| -0- | |
| 10. Shared Dispositive Power | |
| 1,946,361 | |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,946,361

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)
7.1% (1)

14. Type of Reporting Person (See Instructions)
IN

(1) Based on 27,354,513 shares of Common Stock, par value \$0.001 per share, as reported in the Issuer's Quarterly Report on Form 10-QSB for the quarterly period ended June 30, 2007 and Current Report on Form 8-K dated November 1, 2007.

1. Name of Reporting Persons.

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I.R.S. Identification Nos. of above persons (entities only).

The Quercus Trust

-
2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a) [X]
(b) []
-
3. SEC Use Only
-
4. Source of Funds (See Instructions)
PF
-
5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []
-
6. Citizenship or Place of Organization
U.S.
-
- | | |
|--------------|------------------------------|
| | 7. Sole Voting Power |
| NUMBER OF | -0- |
| SHARES | |
| BENEFICIALLY | 8. Shared Voting Power |
| OWNED BY | 1,946,361 |
| EACH | |
| REPORTING | 9. Sole Dispositive Power |
| PERSON | -0- |
| WITH | |
| | 10. Shared Dispositive Power |
| | 1,946,361 |
-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,946,361
-
12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []
-
13. Percent of Class Represented by Amount in Row (11)
7.1% (1)
-
14. Type of Reporting Person (See Instructions)
OO
-

(1) Based on 27,354,513 shares of Common Stock, par value \$0.001 per share, as reported in the Issuer's Quarterly Report on Form 10-QSB for the quarterly period ended June 30, 2007 and Current Report on Form 8-K dated November 1, 2007.

CUSIP No. 009720103

Item 1.

This Amendment No. 3 to Schedule 13D (this "Amendment No. 3") amends and

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restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by The Quercus Trust, David Gelbaum and Monica Chavez Gelbaum (the "reporting persons") with the Securities and Exchange Commission on August 6, 2007 (the "Initial Schedule 13D"). Capitalized terms used in this Amendment No. 3 but not otherwise defined herein have the meanings given to them in the Initial Schedule 13D or prior amendments thereto.

This Amendment No. 3 is being made to disclose the acquisition of additional shares (the "Shares") of Common Stock of the Issuer. Except as otherwise set forth herein, this Amendment No. 3 does not modify any of the information previously reported by the reporting persons in the Initial Schedule 13D or prior amendments thereto.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this Amendment No. 3 to Schedule 13D, each reporting person beneficially owns 1,946,361 shares of Common Stock, which are held of record by the Trust.

(b) Each of David Gelbaum and Monica Chavez Gelbaum, acting alone, has the power to exercise voting and investment control over the shares of Common Stock owned by the Trust.

(c) Since September 14, 2007, the Trust has purchased shares of Common Stock in brokered transactions as follows:

Date ----	Number of Shares -----	Price Per Share -----
9/14/2007	7,000	\$ 4.9596
9/17/2007	7,500	\$ 4.9422
9/18/2007	25,000	\$ 5.3000
9/19/2007	30,000	\$ 5.4300
9/20/2007	7,500	\$ 5.3637
9/21/2007	43,000	\$ 6.0741
9/24/2007	80,000	\$ 7.3781
10/25/2007	15,100	\$ 8.2015
10/26/2007	22,000	\$ 8.4642
10/29/2007	33,737	\$ 8.5266
10/30/2007	15,138	\$ 8.4552
10/31/2007	14,486	\$ 8.3986
11/1/2007	100,000	\$ 7.4823
11/2/2007	21,500	\$ 7.4157
11/5/2007	58,700	\$ 7.2132
11/6/2007	19,800	\$ 7.5241
11/7/2007	35,700	\$ 8.0162

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Pursuant to the Power of Attorney filed as Exhibit "B" to Amendment No. 1

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to Schedule 13D filed on August 24, 2007 with respect to the issuer Emcore Corp. David Gelbaum has been appointed as Monica Chavez Gelbaum's Attorney-In-Fact.

Item 7. Material to Be Filed as Exhibits

Exhibit A: Agreement Regarding Joint Filing of Amendment No. 3 to Schedule 13D.

6

CUSIP No. 009720103

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this statement may be filed jointly with the other undersigned parties.

Dated: November 8, 2007

/s/ David Gelbaum

David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for
Monica Chavez Gelbaum

Monica Chavez Gelbaum, Co-Trustee of The
Quercus Trust

/s/ David Gelbaum

The Quercus Trust, David Gelbaum, Co-Trustee
of The Quercus Trust

7

CUSIP No. 009720103

EXHIBIT A

AGREEMENT REGARDING JOINT FILING OF AMENDMENT NO. 3 TO SCHEDULE 13D

The undersigned agree that the Amendment No. 3 to the Schedule 13D with respect to the Common Stock of Akeena Solar, Inc. is a joint filing being made on their behalf.

Edgar Filing: Akeena Solar, Inc. - Form SC 13D/A

Dated: November 8, 2007

/s/ David Gelbaum

David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for
Monica Chavez Gelbaum

Monica Chavez Gelbaum, Co-Trustee of The
Quercus Trust

/s/ David Gelbaum

The Quercus Trust, David Gelbaum, Co-Trustee
of The Quercus Trust