

ARPEGGIO ACQUISITION CORP
Form SC 13G/A
January 24, 2006

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1) *

ARPEGGIO ACQUISITION CORPORATION
(Name of Issuer)

UNITS, EACH CONSISTING OF ONE SHARE OF COMMON STOCK,
PAR VALUE \$0.0001 PER SHARE, AND TWO WARRANTS

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE
(Title of Class of Securities)

042689208 (UNITS)

042689109 (COMMON STOCK)
(CUSIP NUMBER)

DECEMBER 31, 2005
(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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CUSIP No. 042689109

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Millenco, L.P.

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13-3532932

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(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

OWNED BY 499,000

EACH 7. SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 8. SHARED DISPOSITIVE POWER
WITH 499,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

499,000

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

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

6.0%

12. TYPE OF REPORTING PERSON*

PN, BD

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Millennium Management, L.L.C.
13-3804139

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(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
OWNED BY 499,000

EACH 7. SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 8. SHARED DISPOSITIVE POWER
WITH 499,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

499,000

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

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

6.0%

12. TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Israel A. Englander

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

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(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5. SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 499,000

EACH 7. SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 8. SHARED DISPOSITIVE POWER
WITH 499,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

499,000

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

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

6.0%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1.

(a) Name of Issuer

Arpeggio Acquisition Corporation, a Delaware corporation (the "Company").

(b) Address of Issuer's Principal Executive Offices:

10 East 53rd Street, 36th Floor
New York, New York 10022

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- Item 2(a). Name of Person Filing
- Item 2(b). Address of Principal Business Office
- Item 2(c). Citizenship

Millenco, L.P.
c/o Millennium Management, L.L.C.
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management, L.L.C.
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management, L.L.C.
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d) Title of Class of Securities

Units ("Units"), each consisting of one share of Common Stock, par value \$0.0001 per share and two Warrants ("Warrant").

Common Stock, par value \$0.0001 per share ("Common Stock")

(e) CUSIP Number

042689208 (Units)

042689109 (Common Stock)

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), 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).

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- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (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 Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned

As of the date of this filing, each Reporting Person may be deemed to be the beneficial owner of 489,000 Units, owned outright by Millenco, L.P., a Delaware limited partnership ("Millenco").

Each Unit consists of:

- one share of the Company's Common Stock, par value \$0.0001 per share ("Common Stock"); and
- two Warrants ("Warrant").

Each Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of \$5.00. Each Warrant will become exercisable on the Company's completion of a business combination and will expire on June 23, 2008, or earlier upon redemption. Millenco also holds an additional 10,000 shares of Common Stock.

Millennium Management, L.L.C., a Delaware limited liability company ("Millennium Management"), is the general partner of Millenco, and consequently may be deemed to have voting control and investment discretion over securities owned by Millenco. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. As a result, Mr. Englander may be deemed to be the beneficial owner of any shares deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.

Note: Millennium Partners, L.P., a Cayman Islands limited partnership ("Partners"), is a limited partner of Millenco. As a limited partner, Partners has no investment or voting control over Millenco or its securities positions.

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(b) Percent of Class

6.0% (see Item 4(a) above), which percentage was calculated based on 8,300,000 shares of Common Stock outstanding as of November 8, 2005, as reported in the Company's Quarterly Report on Form 10-QSB, dated as of November 8, 2005.

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

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

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-0-

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

499,000

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

-0-

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

499,000

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 .

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

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of January 23, 2006, by and among Millenco, L.P., Millennium Management, L.L.C. and Israel A. Englander.

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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: January 23, 2006

MILLENCO, L.P.

By: Millennium Management, L.L.C.
its general partner

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

MILLENNIUM MANAGEMENT, L.L.C.

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

/s/ Israel A. Englander by David
Nolan pursuant to Power of Attorney
filed with SEC on June 6, 2005

ISRAEL A. ENGLANDER

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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Units, each consisting of one share of Common Stock, par value \$0.0001 per share, and two Warrants, and Common Stock, par value \$0.0001 per share, of Arpeggio Acquisition Corporation, a Delaware corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 23, 2006

MILLENCO, L.P.

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By: Millennium Management, L.L.C.
its general partner

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

MILLENNIUM MANAGEMENT, L.L.C.

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

/s/ Israel A. Englander by David
Nolan pursuant to Power of Attorney
filed with SEC on June 6, 2005

ISRAEL A. ENGLANDER