

Capitol Acquisition Corp
Form 3
November 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â EIN MARK

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/08/2007

3. Issuer Name **and** Ticker or Trading Symbol
Capitol Acquisition Corp [CLA]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner

☒ Officer ☐ Other
(give title below) (specify below)

Chief Executive Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☐ Form filed by One Reporting
Person

☒ Form filed by More than One
Reporting Person

C/O CAPITOL ACQUISITION
CORP.,Â 509 7TH STREET,
N.W.

(Street)

WASHINGTON,Â DCÂ 20004

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

6,504,684 ⁽¹⁾

I

Held by Capitol Acquisition
Management LLC ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial
Ownership

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			(Instr. 4)				(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrants ⁽³⁾	Â ⁽⁴⁾	11/07/2012	Common Stock	3,040,000	\$ 7.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EIN MARK C/O CAPITOL ACQUISITION CORP. 509 7TH STREET, N.W. WASHINGTON,Â DCÂ 20004	Â X	Â X	Â Chief Executive Officer	Â
Capitol Acquisition Management LLC C/O MARK D. EIN 509 7TH STREET, N.W. WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â

Signatures

/s/ Mark D. Ein	11/08/2007
<u> </u> Signature of Reporting Person	Date
/s/ Capitol Acquisition Management LLC, by Mark D. Ein	11/08/2007
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes up to 848,434 shares of common stock which are subject to forfeiture to the extent that the underwriters' over-allotment option in the Issuer's initial public offering is not exercised in full or expires unexercised.
- (2) Capitol Acquisition Management LLC is an entity controlled by Mark D. Ein.
- (3) These warrants will be purchased by Mr. Ein simultaneously with the consummation of the Issuer's initial public offering.
- (4) The warrants will become exercisable on the later of the completion of the Issuer's initial business combination and November 8, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.