

Fortissimo Acquisition Corp.
Form DEFM14A
August 12, 2008

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

**SCHEDULE 14A
(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant x
Filed by a Party other than the Registrant o
Check the appropriate box:

- Preliminary Proxy Statement o
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material Under Rule 14a-12 o
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

FORTISSIMO ACQUISITION CORP.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

o No fee required.
 x Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)

Title of each class of securities to which transaction applies: Common Stock of Fortissimo Acquisition Corp., par value \$.0001 per share

(2) Aggregate number of securities to which transaction applies:
3,337,941 shares of common stock of Fortissimo Acquisition Corp.

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
\$19,627,094 (the value of 3,337,941 shares of common stock of Fortissimo Acquisition Corp. at the average of the bid and ask price as of May 7, 2008 (\$5.88)); and \$4,140,079 in cash.

(4) Proposed maximum aggregate value of transaction:
\$23,767,173

(5) Total fee paid:
\$935

x Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

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This proxy statement is dated August 12, 2008 and is first being mailed to Fortissimo Acquisition Corp. stockholders on or about August 12, 2008.

FORTISSIMO ACQUISITION CORP.
14 Hamelacha Street
Park Afek
Rosh Ha ayin 48091
Israel

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON SEPTEMBER 24, 2008**

TO THE STOCKHOLDERS OF FORTISSIMO ACQUISITION CORP.:

NOTICE IS HEREBY GIVEN that an annual meeting of stockholders of Fortissimo Acquisition Corp. (Fortissimo), a Delaware corporation, will be held at 10:00 a.m., eastern time, on September 24, 2008, at the offices of Wilmer Cutler Pickering Hale and Dorr LLP, Fortissimo s counsel, at 399 Park Avenue, 3rd Floor, New York, New York 10022. You are cordially invited to attend the meeting, which will be held for the following purposes:

- (1) to consider and vote upon a proposal to adopt and approve the Agreement and Plan of Merger and Interests Purchase Agreement, dated as of January 15, 2008 and amended as of May 12, 2008 and August 1, 2008, among Fortissimo, FAC Acquisition Sub Corp. (Merger Sub), Psyop, Inc. (Psyop), Psyop Services, LLC (Psyop Services), the shareholders of Psyop and Justin Booth-Clibborn, as representative of the shareholders of Psyop (the merger agreement), pursuant to which (i) Merger Sub will merge into Psyop, with Psyop being the surviving corporation, and within 10 days thereafter, Psyop will merge into Fortissimo, with Fortissimo being the surviving corporation and (ii) Fortissimo will purchase all of the outstanding membership interests of Psyop Services, which operates as a business unit of Psyop under the name Blacklist and whose members are the same persons who are the shareholders of Psyop (the combination of such events is referred to in this proxy statement as the merger)(the merger proposal);
- (2) to consider and vote upon a proposal to approve an amendment to Fortissimo s second amended and restated certificate of incorporation to increase the number of authorized shares of Fortissimo common stock from 21,000,000 to 50,000,000 (the capitalization amendment proposal);
- (3) to consider and vote upon a proposal to approve amendments to Fortissimo s second amended and restated certificate of incorporation to (i) change Fortissimo s name from Fortissimo Acquisition Corp. to Psyop, Inc., (ii) amend Article Sixth thereof to provide that Fortissimo s corporate existence shall be perpetual and (iii) amend Article Seventh thereof to remove the preamble and sections A through D, which will no longer be applicable to Fortissimo after the consummation of the merger, and to redesignate section E of Article Seventh as Article Seventh (the charter amendment proposal);
- (4) to consider and vote upon a proposal to approve an amendment to Fortissimo s second amended and restated certificate of incorporation to add Article Eleventh thereto prohibiting stockholders from acting by written consent (the written consent amendment proposal);
- (5) to consider and vote upon a proposal to approve the adoption of the 2008 stock incentive plan pursuant to which Fortissimo will reserve up to 1,104,750 shares of common stock for issuance pursuant to the 2008 stock incentive plan (the incentive compensation plan proposal);
- (6) to elect six directors to Fortissimo s board of directors, of whom two will serve until the annual meeting to be held in 2009, two will serve until the annual meeting to be held in 2010 and two will serve until the annual meeting to be held in 2011 and, in each case, until their successors are elected and qualified (the director election proposal); and
- (7) to consider and vote upon a proposal to adjourn the annual meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the annual meeting, Fortissimo is not authorized to consummate the merger (the adjournment proposal).

These items of business are described in the attached proxy statement, which we encourage you to read in its entirety before voting. Only holders of record of Fortissimo common stock at the close of business on August 11, 2008 are entitled to notice of the annual meeting and to vote and have their votes counted at the annual meeting and any adjournments or postponements of the annual meeting.

The merger proposal must be approved by the holders of a majority of the outstanding shares of Fortissimo common stock sold in its initial public offering (IPO), including holders who purchased such shares subsequent to the IPO, that are voted at the annual meeting. We refer to such shares as the Public Shares. The capitalization amendment proposal, the charter amendment proposal and the written consent amendment proposal must each be approved by the holders of a majority of the outstanding shares of Fortissimo common stock. The incentive compensation plan proposal and the adjournment proposal must each be approved by the holders of a majority of the shares of Fortissimo common stock present in person or represented by proxy and entitled to vote thereon at the meeting. Those directors who receive a plurality of votes cast for the respective positions will be elected. The approval of the merger proposal is conditioned upon the approval of the capitalization amendment proposal and the charter amendment proposal but not the written consent amendment proposal, the incentive compensation plan proposal, the director election proposal or the adjournment proposal. The approval of each of the other proposals, other than the adjournment proposal, is conditioned upon the approval of the merger proposal.

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Your broker, bank or nominee cannot vote your shares on any proposal unless you provide instructions on how to vote in accordance with the information and procedures provided to you by your broker, bank or nominee. Abstentions will have the same effect as a vote AGAINST the capitalization amendment proposal, the charter amendment proposal, the written consent amendment proposal, the incentive compensation plan proposal and the adjournment proposal, but will have no effect on the merger proposal or the director election proposal. Broker non-votes, while considered present for the purposes of establishing a quorum, will have the same effect as a vote AGAINST the capitalization amendment proposal, the charter amendment proposal and the written consent amendment proposal, but will have no effect on the merger proposal, the incentive compensation plan proposal, the director election proposal or the adjournment proposal.

Each Fortissimo stockholder who holds Public Shares has the right to vote against the merger proposal and at the same time demand that Fortissimo convert such stockholder's shares into cash equal to a pro rata portion of the funds held in the trust account into which a substantial portion of the net proceeds of Fortissimo's IPO was deposited. Please see *Annual Meeting of Fortissimo Stockholders Conversion Rights* for the procedures to be followed if you wish to convert your shares into cash. Please note that you cannot seek conversion of your shares unless you affirmatively vote against the merger proposal. The conversion price will be the amount equal to the funds in the trust account, inclusive of any interest thereon, calculated as of two business days prior to the consummation of the merger, divided by the number of Public Shares on such date. No fees or expenses of any nature will be deducted from or charged to the trust account prior to the consummation of the merger. Fortissimo's board of directors will review and confirm the calculation. On August 11, 2008, the record date for the meeting of stockholders, the conversion price (calculated in such manner) would have been \$6.16 in cash for each Public Share. Public Shares owned by Fortissimo stockholders who validly exercise their conversion rights will be converted into cash only if the merger is consummated. If, however, the holders of 20% or more of the Public Shares vote against the merger proposal and demand conversion of their shares, Fortissimo will not consummate the merger. Prior to exercising conversion rights, Fortissimo stockholders should verify the market price of Fortissimo's common stock as they may receive higher proceeds from the sale of their common stock in the public market than from exercising their conversion rights. Shares of Fortissimo's common stock are quoted on the OTC Bulletin Board under the symbol FSMO. On August 11, 2008, the record date, the last sale price of Fortissimo common stock was \$6.00.

Fortissimo's initial stockholders, who purchased their shares of common stock prior to its IPO and presently own an aggregate of approximately 22.7% of the outstanding shares of Fortissimo common stock, have agreed to vote all of the shares they purchased prior to the IPO on the merger proposal in accordance with the vote of the majority of the votes cast by the holders of Public Shares. As a consequence, the voting of such shares will not have any effect on the outcome of the vote on the merger proposal. The initial stockholders have also indicated that they will vote such shares FOR the approval of the capitalization amendment proposal, the charter amendment proposal, the written consent amendment proposal and the incentive compensation plan proposal and, if presented, an adjournment

proposal and in favor of the director nominees and will vote any Public Shares they acquired after the IPO for all of the proposals and the director nominees.

After careful consideration, Fortissimo's board of directors has determined that the merger proposal, the capitalization amendment proposal, the charter amendment proposal, the written consent amendment proposal, the incentive compensation plan proposal, the director election proposal and the adjournment proposal are fair to and in the best interests of Fortissimo and its stockholders.

Fortissimo's board of directors unanimously recommends that you vote or give instruction to vote FOR the approval of the merger proposal, the capitalization amendment proposal, the charter amendment proposal, the written consent amendment proposal, the incentive compensation plan proposal, the director election proposal and, if necessary, the adjournment proposal.

All Fortissimo stockholders are cordially invited to attend the annual meeting in person. To ensure your representation at the annual meeting, however, you are urged to complete, sign, date and return the enclosed proxy card as soon as possible. If you are a stockholder of record of Fortissimo common stock, you may also cast your vote in person at the annual meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares or, if you wish to attend the meeting and vote in person, obtain a proxy from your broker or bank. If you do not vote or do not instruct your broker or bank how to vote, it will have the same effect as voting against the capitalization amendment proposal, the charter amendment proposal and the written consent amendment proposal.

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A complete list of Fortissimo stockholders of record entitled to vote at the annual meeting will be available for 10 days before the annual meeting at the principal executive offices of Fortissimo for inspection by stockholders during ordinary business hours for any purpose germane to the annual meeting.

Your vote is important regardless of the number of shares you own. Whether you plan to attend the annual meeting or not, please sign, date and return the enclosed proxy card as soon as possible in the envelope provided.

Thank you for your participation. We look forward to your continued support.

By Order of the Board of Directors

Yuval Cohen

Chairman of the Board and Chief Executive Officer

August 12, 2008

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS DETERMINED IF THIS PROXY STATEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

IF YOU RETURN YOUR PROXY CARD WITHOUT AN INDICATION OF HOW YOU WISH TO VOTE, YOUR SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS AND YOU WILL NOT BE ELIGIBLE TO HAVE YOUR SHARES CONVERTED INTO A PRO RATA PORTION OF THE TRUST ACCOUNT IN WHICH A SUBSTANTIAL PORTION OF THE NET PROCEEDS OF FORTISSIMO'S IPO ARE HELD. YOU MUST AFFIRMATIVELY VOTE AGAINST THE MERGER PROPOSAL AND DEMAND THAT FORTISSIMO CONVERT YOUR SHARES INTO CASH NO LATER THAN THE CLOSE OF THE VOTE ON THE MERGER PROPOSAL TO EXERCISE YOUR CONVERSION RIGHTS. IN

ORDER TO CONVERT YOUR SHARES, YOU MUST CONTINUE TO HOLD YOUR SHARES THROUGH THE CLOSING DATE OF THE MERGER AND THEN TENDER YOUR PHYSICAL STOCK CERTIFICATE TO OUR STOCK TRANSFER AGENT WITHIN THE TIME PERIOD SPECIFIED IN A NOTICE YOU WILL RECEIVE FROM FORTISSIMO WITHIN 10 DAYS AFTER THE CLOSING OF THE MERGER, WHICH PERIOD WILL NOT BE LESS THAN 20 DAYS FROM THE DATE OF SUCH NOTICE. IN LIEU OF DELIVERING YOUR STOCK CERTIFICATE, YOU MAY DELIVER YOUR SHARES TO THE TRANSFER AGENT ELECTRONICALLY USING DEPOSITORY TRUST COMPANY S DWAC (DEPOSIT WITHDRAWAL AT CUSTODIAN) SYSTEM. IF THE MERGER IS NOT COMPLETED, THEN THESE SHARES WILL NOT BE CONVERTED INTO CASH. IF YOU HOLD THE SHARES IN STREET NAME, YOU WILL NEED TO INSTRUCT THE ACCOUNT EXECUTIVE AT YOUR BANK OR BROKER TO WITHDRAW THE SHARES FROM YOUR ACCOUNT IN ORDER TO EXERCISE YOUR CONVERSION RIGHTS. SEE ANNUAL MEETING OF FORTISSIMO STOCKHOLDERS CONVERSION RIGHTS FOR MORE SPECIFIC INSTRUCTIONS.

SEE RISK FACTORS FOR A DISCUSSION OF VARIOUS FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH THE MERGER.

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SUMMARY OF THE MATERIAL TERMS OF THE MERGER

This Summary of the Material Terms of the Merger, together with the section entitled Questions and Answers About the Proposals, summarizes certain material information contained in this proxy statement. You should carefully read this entire proxy statement for a more complete understanding of the matters to be considered at the annual meeting of stockholders.

Parties

The parties to the merger are Fortissimo Acquisition Corp. (Fortissimo), FAC Acquisition Sub Corp. (Merger Sub), Psyop, Inc. (Psyop), Psyop Services, LLC (Psyop Services), which operates as a business unit of Psyop under the name Blacklist, the shareholders of Psyop and Justin Booth-Clibborn, as representative of the shareholders of Psyop. Fortissimo is a blank check company formed on December 27, 2005 to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business that has operations or facilities located in Israel or that is a company operating outside of Israel which Fortissimo management believes would benefit from establishing operations or facilities in Israel. If Fortissimo does not complete the merger or another business combination by October 11, 2008, its corporate existence will cease and it will promptly dissolve and distribute to its public stockholders the amount in its trust account plus any remaining non-trust account funds after payment of its liabilities.

Headquartered in New York City, Psyop is an award-winning provider of design based 3D animation, innovative visual effects and digital content for the advertising market. Psyop produces creative advertisements on behalf of premier brands in a variety of industries, including food and beverage, sports, automotive, retail and financial services. In addition to its creative production for television advertising, Psyop has recently expanded into producing content for other, growing forms of electronic marketing including short themed branded films, ads shown in movie theaters, in-store and site specific presentations and the internet.

Merger Structure

Pursuant to the merger agreement, Merger Sub will merge into Psyop, with Psyop being the surviving corporation and becoming a wholly owned subsidiary of Fortissimo. The merger agreement also provides that Fortissimo will purchase all of the outstanding membership interests of Blacklist, whose members are the same persons who are the shareholders of Psyop. As a result of such purchase, Blacklist will become a wholly owned subsidiary of Fortissimo. Within 10 days thereafter, Psyop will merge into Fortissimo, which will change its name to Psyop, Inc. The combination of these events is referred to as the merger in this proxy statement. Please see *The Merger Proposal Structure of the Merger*.

Merger Consideration

At the closing, Fortissimo will pay Psyop's shareholders merger consideration (including payment for the Blacklist membership interests) of 3,337,941 shares of Fortissimo's common stock and \$4,140,079 cash.

The Psyop shareholders will also receive \$3,000,000 in cash for each of the years 2008 and 2009 in which Psyop achieves at least 100% of specified EBITDA milestones for such year. If Psyop achieves 90% or more but less than 100% of a specified EBITDA milestone for a year, then the Psyop shareholders will receive an amount equal to the product of \$3,000,000 and the actual EBITDA achieved for such year divided by the EBITDA milestone for such year. If Psyop achieves more than 50% but less than 100% of the specified EBITDA milestone for 2008, then a catch-up bonus payment will be made following the determination of Psyop's 2009 year-end financial results if Psyop achieves in excess of 100% of the specified EBITDA milestone for 2009, as more fully described in *The Merger Proposal Merger Consideration*.

The Psyop shareholders will also receive a minimum of \$1,800,000 if Psyop achieves at least 90% of the specified revenue milestone for 2008; such payment will increase proportionally if Psyop achieves greater than 90% and up to 125% of such milestone and will be a maximum of \$2,500,000

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if Psyop achieves 125% of such milestone. The Psyop shareholders will also receive a minimum of \$1,700,000 and \$1,275,000 for each of the years 2009 and 2010, respectively, in which Psyop achieves at least 85% of specified revenue milestone for each such year; such payments will increase proportionally if Psyop achieves greater than 85% and up to 125% of such milestones and will be maximums of \$2,500,000 and \$1,875,000, respectively, if Psyop achieves 125% of such milestones. Such payments and those described in the following paragraph will be payable two-thirds in shares of Fortissimo common stock and one-third in cash, with the stock valued at the average of the closing prices of the Fortissimo common stock for the 30 trading days preceding the date that is two days prior to the closing date of the merger.

The Psyop shareholders will also receive a minimum of \$1,700,000, \$1,700,000 and \$1,275,000 for each of the years 2008, 2009 and 2010, respectively, in which Psyop achieves at least 85% of specified EBITDA (as defined in the merger agreement) milestones for each such year; such payments will increase proportionally if Psyop achieves greater than 85% and up to 125% of such milestones and will be maximums of \$2,500,000, \$2,500,000 and \$1,875,000, respectively, if Psyop achieves 125% of such milestones.

The Psyop shareholders will also receive a minimum additional payment of \$4,000,001 if at least a majority of the warrants issued in Fortissimo's IPO are exercised prior to their expiration, which will be increased proportionally to \$8,000,000 if all of the warrants are exercised. Such minimum and maximum payments will increase to \$5,000,001 and \$10,000,000, respectively, if there is a call by Fortissimo to redeem its warrants. Such payments will be payable two-thirds in shares Fortissimo common stock and one-third in cash, with the stock valued at the closing price of the Fortissimo common stock on the date the warrants are redeemed or expire, as applicable.

The maximum total merger consideration, representing the sum of the closing consideration and the maximum contingent consideration, is equal to \$53.9 million, based on the closing price of Fortissimo's common stock of \$6.00 on August 11, 2008 and assuming that (i) with respect to the cash bonus consideration, Psyop achieves 100% of the specified EBITDA milestones as described above for each of 2008 and 2009, (ii) with respect to the contingent consideration, Psyop achieves 125% of the specified revenue and EBITDA milestones as described above for each of 2008, 2009 and 2010, and (iii) Fortissimo redeems all outstanding warrants as described above.

Please see *The Merger Proposal* Merger Consideration.

Conditions to Closing

Fortissimo and Psyop plan to complete the merger promptly after the Fortissimo annual meeting, provided that:

Fortissimo's stockholders have approved the merger proposal, the capitalization amendment proposal and the charter amendment proposal;

holders of fewer than 20% of the Public Shares have voted against the merger proposal and demanded conversion of their shares into cash; and

the other conditions specified in the merger agreement have been satisfied or waived.

Please see *The Merger Agreement* Conditions to Closing of the Merger.

Termination, Amendment and Waiver

The merger agreement may be terminated at any time, but not later than the closing, as follows:

By mutual written consent of Fortissimo and Psyop;

By either Fortissimo or Psyop if the merger is not consummated on or before October 11, 2008, provided that such termination is not available to a party whose failure to fulfill an obligation under the merger agreement has been a cause of or resulted in the failure of the merger to be consummated before such date;

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By either Fortissimo or Psyop if a governmental entity shall have issued an order, decree, judgment or ruling or taken any other action, in any case having the effect of permanently restraining, enjoining or otherwise prohibiting the merger, which order, decree, judgment, ruling or other action is final and nonappealable;

By either Fortissimo or Psyop or its shareholders if the other party has breached any of its covenants or representations and warranties and has not cured its breach within twenty days of the notice of an intent to terminate, provided that the terminating party is itself not in breach; and

By either Fortissimo or Psyop if, at the Fortissimo stockholder meeting, the merger agreement shall fail to be approved by the affirmative vote of the holders of a majority of the Public Shares present in person or represented by proxy and entitled to vote at the annual meeting or the holders of 20% or more of the Public Shares exercise conversion rights.

If the merger agreement is terminated by a party because of the other party's breach, the terminating party will be entitled to a payment of \$2,000,000 from the breaching party within one business day after such termination, as liquidated damages and not as a penalty and in lieu of any other right or remedy that the terminating party may have against the other parties to the merger agreement for such breach.

If permitted under applicable law, either Psyop or Fortissimo may waive any inaccuracies in the representations and warranties made to such party contained in the merger agreement and waive compliance with any agreements or conditions for the benefit of itself or such party contained in the merger agreement. The condition requiring that the

holders of fewer than 20% of the Public Shares affirmatively vote against the merger proposal and demand conversion of their shares into cash may not be waived. It is the intent of Fortissimo's board of directors to re-solicit stockholder approval of the merger if Fortissimo or Psyop waives a material condition to the merger.

Restricted Stock Agreements

The maximum number of shares of Fortissimo common stock that the Psyop shareholders would be entitled to receive upon achievement of the revenue and EBITDA milestones will be issued to them at the closing of the merger pursuant to the provisions of Restricted Stock Agreements and placed in escrow pursuant to an Escrow Agreement that will also provide for the escrow of shares to secure Fortissimo's rights to indemnification, as described below. The Restricted Stock Agreements will provide that, upon partial attainment of the revenue and EBITDA milestones, all of such shares above those to which the Psyop shareholders will be entitled to retain as a result of such partial achievement will be returned to Fortissimo and canceled. If a Psyop shareholder's employment with Fortissimo after the merger is terminated for cause or by the shareholder without good reason (as such terms are defined in the shareholder's employment agreement), milestone shares issued with respect to all periods ending on or after the date of termination will be forfeited as to the terminated Psyop shareholder and reallocated among the other eligible Psyop shareholders. Please see *The Merger Proposal Restricted Stock Agreements*.

Indemnification and Escrow Arrangements

To provide a fund for payment to Fortissimo with respect to its post-closing rights to indemnification under the merger agreement for breaches of representations and warranties and covenants by Psyop, there will be placed in escrow (with an independent escrow agent) 10% of the Fortissimo stock and cash (333,794 shares and \$414,008 cash) payable to the Psyop shareholders at closing (Indemnity Escrow Fund). Claims for indemnification may be asserted against the Indemnity Escrow Fund by Fortissimo once its damages exceed \$250,000 and will be reimbursable in full (from the first dollar) if damages exceed such amount, except that claims made with respect to certain representations and warranties will not be subject to such threshold. Fortissimo is also obligated to indemnify Psyop and its stockholders for breaches of its representations and warranties and covenants, subject to similar limitations, but no escrow fund has been established with respect to such obligation. Indemnification claims may be made until one year after the closing date. Please see *The Merger Proposal Escrow Arrangements; Indemnification*.

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Lock-Up and Trading Restriction Arrangements; Registration

The shareholders of Psyop have agreed not to sell any of the shares of Fortissimo common stock that they receive upon closing of the merger for twelve months after the closing and to sell no more than 1/3 of such shares in the following twelve months, after which they will be free to sell any or all of their shares. Fortissimo has agreed to use its best efforts to register the shares to be issued to the Psyop shareholders for resale to the public within 11 months after the closing of the merger. All sales will be subject to aggregate volume restrictions during the two year period commencing twelve months after the closing date. Please see *The Merger Proposal Lock-Up; Trading Restrictions; Registration of Shares*.

Management After the Merger

Upon completion of the merger, certain officers of Psyop will become officers of Fortissimo holding positions similar to the positions such officers held with Psyop. These officers are Justin Booth-Clibborn, who will become Chief Executive Officer of Fortissimo and Thomas Boyle, who will become Chief Financial Officer of Fortissimo. Messrs. Booth-Clibborn and Boyle have each entered into an employment agreement with Psyop, effective upon the

completion of merger, at which time Psyop's obligations under the agreements will become the obligations of Fortissimo. Each of Eben Mears, Hejung Marie Hyon, Marco Spier, Kylie Matulick, Todd Mueller and Christopher Staves, all of whom are Psyop shareholders, have also entered into an employment agreement with Psyop, effective upon the completion of the merger. Each of such shareholders, will be a Creative Director of Fortissimo effective upon the completion of the merger. Justin Lane, who is also a Psyop shareholder, will be an Executive Producer. Mr. Lane has not entered into an employment agreement. Please see *Directors and Executive Officers of Fortissimo Following the Merger Employment Agreements*.

Post-Merger Ownership of Fortissimo

As a result of the merger, assuming that no stockholders of Fortissimo elect to convert shares of Fortissimo common stock (Public Shares) issued in Fortissimo's initial public offering (IPO) into cash as permitted by Fortissimo's second amended and restated certificate of incorporation, the Psyop shareholders will own approximately 36.3% of the shares of Fortissimo common stock to be outstanding after the merger and the other Fortissimo stockholders will own approximately 63.7% of Fortissimo's outstanding shares of common stock, including 14.5% that will be owned by Fortissimo Capital Fund GP, LP (FCF) Yair Seroussi and Michael Chill, to whom we collectively refer to as the Fortissimo Insider Stockholders. Since the maximum amount of shares issuable to Psyop shareholders upon achievement of the earn out milestones is being issued at the consummation of the business combination and being held by a trustee, who will be instructed by Psyop shareholders as to how to vote such shares, Psyop shareholders will control approximately 45% of the voting power of Fortissimo immediately following the closing of the business combination. If 19.99% of the Public Shares are converted into cash, such percentages will be approximately 40.2%, 59.8% and 16.1%, respectively. The foregoing percentages do not take into account shares that would be issued to Psyop's shareholders upon full or partial achievement of the revenue and EBITDA milestones or the exercise of Fortissimo warrants or shares that would be issued under the stock incentive plan to be adopted in connection with the merger. However, if 19.99% of the Public Shares are converted and thereafter the full contingent milestone consideration is earned, the current Fortissimo shareholders would own only 50.6% of the total outstanding stock, including 13.6% that would be owned by the Fortissimo Insider Stockholders and the Psyop shareholders would own 49.4%, assuming that no other shares are issued.

Post-Merger Board of Directors of Fortissimo

After the merger, Fortissimo's board of directors will consist of six directors, of whom two will be selected by Psyop, two will be selected by Fortissimo and two will be jointly selected by Psyop and Fortissimo. Please see *The Director Election Proposal and Directors and Executive Officers of Fortissimo Following the Merger*.

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Other Proposals to be Acted Upon at the Annual Meeting

In addition to voting on the merger, the stockholders of Fortissimo will vote on proposals to change its name to Psyop, Inc., to amend its charter to increase the number of authorized shares of its capital stock, make its corporate existence perpetual and delete certain provisions that will no longer be applicable after the merger and prohibit stockholders from acting by written consent, to approve the 2008 stock incentive plan, to elect six directors to Fortissimo's board of directors and, if necessary, to approve an adjournment of the meeting. Please see *The Capitalization Amendment Proposal, The Charter Amendment Proposal, The Written Consent Amendment Proposal, The Incentive Compensation Plan Proposal, The Director Election Proposal and The Adjournment Proposal*.

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QUESTIONS AND ANSWERS ABOUT THE PROPOSALS

Q. Why am I receiving this proxy statement?

A. Fortissimo and Psyop have agreed to a business combination under the terms of the Agreement and Plan of Merger and Interests Purchase Agreement dated as of January 15, 2008, which was amended on May 12, 2008 and August 1, 2008, that is described in this proxy statement. This agreement is referred to as the merger agreement. A copy of the merger agreement, as amended and restated, is attached to this proxy statement as Annex A, which we encourage you to read carefully.

You are being asked to consider and vote upon a proposal to approve the merger agreement, which, among other things, provides for the merger of a wholly owned subsidiary of Fortissimo into Psyop, with Psyop being the surviving corporation and becoming a wholly owned subsidiary of Fortissimo, and for Psyop, within 10 days thereafter, to merge into Fortissimo. The merger agreement also provides for Fortissimo to purchase all of the membership interests of the Psyop business unit doing business under the name of

Blacklist, which are owned by Psyop's shareholders. You are also being requested to vote to approve (i) an amendment to Fortissimo's second amended and restated certificate of incorporation to increase the number of authorized shares of its common stock to 50,000,000, (ii) amendments to Fortissimo's second amended and restated certificate of incorporation to change the name of Fortissimo from Fortissimo Acquisition Corp. to Psyop, Inc., to make certain modifications to make its corporate existence perpetual and to modify or delete provisions that will no longer be applicable after the merger, (iii) an amendment to Fortissimo's second amended and restated certificate of incorporation to prohibit stockholders