

ACA Capital Holdings Inc  
 Form 4  
 November 17, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Berylson John G

(Last) (First) (Middle)

C/O MARK D. BALK, GOULSTON & STORRS, PC, 400 ATLANTIC AVENUE

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ACA Capital Holdings Inc [ACA]

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

See Remarks Below

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |   |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |   |                             |
| Common Stock                    | 11/15/2006                           |  | C                              |   | 1,605,394.19  | A  | <u>(1)</u> 3,031,136.99                    | I | By Chestnut Hill ACA, L.L.C |
| Common Stock                    | 11/15/2006                           |  | C                              |   | 980,714.09  | A  | <u>(2)</u> 4,011,851.08                    | I | By Chestnut Hill ACA, L.L.C |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)  | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                      |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Series B Senior Convertible Preferred Stock | \$ 0   | 11/15/2006                           |  | C                              | 267,565.7   | (1)  | (1)   | Common Stock | 1,605,               |
| Convertible Preferred Stock                 | \$ 0   | 11/15/2006                           |  | C                              | 163.45  | (2)  | (2)   | Common Stock | 980,7                |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                   |
|---|---------------|-----------|---------|-------------------|
|   | Director      | 10% Owner | Officer | Other             |
| Berylson John G<br>C/O MARK D. BALK, GOULSTON & STORRS, PC<br>400 ATLANTIC AVENUE<br>BOSTON, MA 02110 | X             |           |         | See Remarks Below |

## Signatures

/s/ Stacy Tyson, by Power of Attorney  
11/13/2006

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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) The Series B Senior Convertible Preferred Stock converted into the issuer's common stock on a 6-for-1 basis upon the closing of the initial public offering of the issuer's common stock and had no expiration date.

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- (2) The Convertible Preferred Stock converted into the issuer's common stock on a 6,000-for-1 basis upon the closing of the initial public offering of the issuer's common stock and had no expiration date.

### **Remarks:**

The reporting person may be deemed a member of a Section 13(d) "group" pursuant to the issuer's stockholders agreement. T

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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