

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â EIN MARK</p> <p>(Last) (First) (Middle)</p> <p>C/O CAPITOL ACQUISITION CORP.,Â 509 7TH STREET, N.W.</p> <p>(Street)</p> <p>WASHINGTON,Â DCÂ 20004</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/08/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Capitol Acquisition Corp [CLA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>	

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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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(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, DC 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, DC 20004	Â	Â X	Â	Â

Signatures

/s/ Mark D. Ein 11/08/2007
Date
 **Signature of Reporting Person

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

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.