

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

NRDC Acquisition Corp.

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(Name of Issuer)

Common Stock, \$0.001 par value per share

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(Title of Class of Securities)

62941R102

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(CUSIP Number)

October 30, 2007

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(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).

1. Names of Reporting Persons.

**QVT Financial LP**

I.R.S. Identification Nos. of above persons (entities only).

11-3694008

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by 3,314,867

7. Sole Dispositive Power

Each Reporting Person 0

8. Shared Dispositive Power

With: 3,314,867

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,314,867

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.4%

12. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons.

**QVT Financial GP LLC**

I.R.S. Identification Nos. of above persons (entities only).

11-3694007

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each 3,314,867

7. Sole Dispositive Power

Reporting Person 0

8. Shared Dispositive Power

With: 3,314,867

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,314,867

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.4%

12. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons.

**QVT Fund LP**

I.R.S. Identification Nos. of above persons (entities only).

98-0415217

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 0

6. Shared Voting Power

2,730,455

7. Sole Dispositive Power

0

8. Shared Dispositive Power

2,730,455

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,730,455

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.28%

12. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons.

**QVT Associates GP LLC**

I.R.S. Identification Nos. of above persons (entities only).

01-0798253

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

Beneficially Owned by Each Reporting Person 3,023,593

6. Shared Voting Power

3,023,593

7. Sole Dispositive Power

Number of Shares 0

Beneficially Owned by Each Reporting Person 3,023,593

8. Shared Dispositive Power

3,023,593

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,023,593

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.84%

12. Type of Reporting Person (See Instructions)

OO

**Item 1 (a).** Name of Issuer  
NRDC Acquisition Corp. (the "Issuer")

**Item 1 (b).** Address of Issuer's Principal Executive Offices  
The address of the Issuer's principal executive offices is:  
3 Manhattanville Road, Purchase, New York 10577, United States

**Item 2 (a).** Name of Person Filing

**Item 2 (b).** Address of Principal Business Office or, if none, Residence

**Item 2 (c).** Citizenship

QVT Financial LP  
1177 Avenue of the Americas, 9th Floor  
New York, New York 10036  
Delaware Limited Partnership

QVT Financial GP LLC  
1177 Avenue of the Americas, 9th Floor  
New York, New York 10036  
Delaware Limited Liability Company

QVT Fund LP  
Walkers SPV, Walkers House  
Mary Street  
George Town, Grand Cayman, KY1 9001 Cayman Islands  
Cayman Islands Limited Partnership

QVT Associates GP LLC  
1177 Avenue of the Americas, 9th Floor  
New York, New York 10036  
Delaware Limited Liability Company

**Item 2 (d).** Title of Class of Securities  
Common stock, \$0.001 par value per share (the "Common Stock").

**Item 2 (e).** CUSIP Number

The CUSIP number of the Common Stock is 62941R102.

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), 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).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (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 § 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.****(a) Amount beneficially owned:**

QVT Financial LP (“QVT Financial”) is the investment manager for QVT Fund LP (the “Fund”), which beneficially owns 2,730,455 shares of Common Stock, and for Quintessence Fund L.P. (“Quintessence”), which beneficially owns 293,138 shares of Common Stock. QVT Financial is also the investment manager for a separate discretionary account managed for Deutsche Bank AG (the “Separate Account”), which holds 291,274 shares of Common Stock. QVT Financial has the power to direct the vote and disposition of the Common Stock held by the Fund, Quintessence and the Separate Account. Accordingly, QVT Financial may be deemed to be the beneficial owner of an aggregate amount of 3,314,867 shares of Common Stock, consisting of the shares owned by the Fund and Quintessence and the shares held in the Separate Account.

QVT Financial GP LLC, as General Partner of QVT Financial, may be deemed to beneficially own the same number of shares of Common Stock reported by QVT Financial. QVT Associates GP LLC, as General Partner of the Fund and Quintessence, may be deemed to beneficially own the aggregate number of shares of Common Stock owned by the Fund and Quintessence, and accordingly, QVT Associates GP LLC may be deemed to be the beneficial owner of an aggregate amount of 3,023,593 shares of Common Stock.

QVT Financial, QVT Financial GP LLC and QVT Associates GP LLC each acquired beneficial ownership of more than 5% of the class of equity securities as of October 30, 2007. The Fund acquired beneficial ownership of more than 5% of the class of equity securities on October 31, 2007. The reported share amounts reflect amounts beneficially owned by the reporting persons as of such dates, as adjusted for subsequent transactions through the date hereof.

The Fund and Quintessence own warrants to purchase additional shares of Common Stock that are not exercisable until the later of the Issuer’s completion of a business combination and October 17, 2008, and will expire on October 17, 2011 or earlier upon redemption. As of the date of this filing, there has been no report of the completion of a business combination.

Each of QVT Financial and QVT Financial GP LLC disclaims beneficial ownership of the shares of Common Stock owned by the Fund, Quintessence and the Separate Account. QVT Associates GP LLC disclaims beneficial ownership of all shares of Common Stock owned by the Fund and Quintessence, except to the extent of its pecuniary interest therein.

The percentage disclosed in Item 11 of the Cover Pages for each reporting person is calculated based upon 51,750,000 shares of Common Stock outstanding, which is the total number of shares issued and outstanding as reported in the Issuer’s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 29, 2007.

**(b) Percent of class:**

See Item 11 of the Cover Pages to this Schedule 13G.

**(c) Number of shares as to which the person has:****(i) Sole power to vote or to direct the vote**

0

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

See item (a) above.

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

0

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

See item (a) above.

**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**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my 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.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 8, 2007

**QVT FINANCIAL LP**

By QVT Financial GP LLC,  
its General Partner

By: /s/ Daniel Gold  
Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
Name: Lars Bader  
Title: Managing Member

**QVT FINANCIAL GP LLC**

By: /s/ Daniel Gold  
Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
Name: Lars Bader  
Title: Managing Member

**QVT FUND LP**

By QVT Associates GP LLC,  
its General Partner

By: /s/ Daniel Gold  
Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
Name: Lars Bader  
Title: Managing Member

**QVT ASSOCIATES GP LLC**

By: /s/ Daniel Gold  
Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
Name: Lars Bader  
Title: Managing Member



EXHIBIT A  
JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G signed by each of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: November 8, 2007

**QVT FINANCIAL LP**

By QVT Financial GP LLC,  
its General Partner

By: /s/ Daniel Gold  
Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
Name: Lars Bader  
Title: Managing Member

**QVT FINANCIAL GP LLC**

By: /s/ Daniel Gold  
Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
Name: Lars Bader  
Title: Managing Member

**QVT FUND LP**

By QVT Associates GP LLC,  
its General Partner

By: /s/ Daniel Gold  
Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
Name: Lars Bader  
Title: Managing Member

**QVT ASSOCIATES GP LLC**

By: /s/ Daniel Gold  
Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
Name: Lars Bader  
Title: Managing Member