

Halo Technology Holdings, Inc.
Form 8-K
July 27, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

July 21, 2006

Halo Technology Holdings, Inc.

(Exact name of registrant as specified in its charter)

Nevada

000-33197

88-0467845

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

200 Railroad Avenue, Greenwich, Connecticut

06830

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

203 422 2950

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01 Entry into a Material Definitive Agreement.

On July 21, 2006, the registrant, Halo Technology Holdings, Inc. ("Halo" or the "Company") issued certain warrants in connection with the issuance of common stock as described under Item 3.02. The warrants permit the holders to acquire an aggregate of 2,049,296 shares of the Company's common stock at an exercise price of \$1.25 per share, subject to certain adjustments as set forth in the warrant. The warrants have a five year term, and include a cashless exercise feature. A copy of the form of the warrant is attached as Exhibit 10.126 to this Current Report and is incorporated herein by reference. The foregoing description of the warrants is qualified in its entirety by reference to the full text of the warrant.

Item 3.02 Unregistered Sales of Equity Securities.

On July 21, 2006, the registrant, Halo Technology Holdings, Inc. ("Halo" or the "Company") issued an aggregate of 2,732,392 shares of its common stock in conversion of (1) an aggregate of \$1,850,000 invested in the Company (and \$126,041.67 of interest on such amount) as described in the Company's Current Report on Form 8-K filed January 18, 2006, and (2) an aggregate of \$1,375,000 (and \$64,444.44 of interest on such amount) invested in the Company as described in the Company's Current Report on Form 8-K filed February 2, 2006. In addition, the investors received warrants to acquire an aggregate of 2,049,296 shares of common stock of the Company. The warrants have an exercise price of \$1.25 per share and are exercisable over a five year term. The issuance of the common stock and warrants was made in reliance upon the exemption from the registration provisions of the Securities Act of 1933, as amended (the "Securities Act"), set forth in Sections 4(2) thereof and the rules and regulations under the Securities Act, including Regulation D, as transactions by an issuer not involving any public offering and/or sales to a limited number of purchasers who were acquiring such securities for their own account for investment purposes and not with a view to the resale or distribution thereof. The investors acquired the shares and warrants for their own accounts.

Item 8.01 Other Events.

After the issuance of common stock as described in Item 3.02 of this Current Report, as of July 21, 2006, the Company has an aggregate of 29,455,636 shares of common stock outstanding.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.126 Form of Warrant issued July 21, 2006.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Halo Technology Holdings, Inc.

July 27, 2006

By: *Ernest Mysogland*

Name: Ernest Mysogland

Title: Executive Vice President

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Exhibit Index

Exhibit No.	Description
10.126	Form of Warrant issued July 21, 2006.

Common Stock 02/26/2009 S 2,500 ⁽¹⁾ D ⁽⁴⁾ 395,200 ⁽⁸⁾ I by GLG Partners LP, as investment manager ⁽⁹⁾
 Common Stock 02/26/2009 S 1,500 ⁽¹⁾ D ⁽⁵⁾ 393,700 ⁽⁸⁾ I by GLG Partners LP, as investment manager ⁽⁹⁾ Common
 Stock 02/26/2009 S 2,000 ⁽¹⁾ D ⁽⁶⁾ 391,700 ⁽⁸⁾ I by GLG Partners LP, as investment manager ⁽⁹⁾ Common
 Stock 02/26/2009 S 1,500 ⁽¹⁾ D ⁽⁷⁾ 390,200 ⁽⁸⁾ I by GLG Partners LP, as investment manager ⁽⁹⁾

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

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. 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
FA Sub 2 Limited Exchangeable Class B Ordinary Shares	(10)					(10)	(10)	Common Stock	4,6
Series A Voting Preferred Stock	(10)					(10)	(10)	Common Stock	4,6
FA Sub 2 Limited Exchangeable Class B Ordinary Shares	(10)					(10)	(10)	Common Stock	58,90
	(10)					(10)	(10)		58,90

Series A
Voting
Preferred
Stock

Common
Stock

Warrant (right to buy) ⁽¹²⁾	\$ 7.5	02/26/2009	S	560 ⁽¹⁾	⁽¹²⁾	12/28/2011	Common Stock	560
Warrant (right to buy) ⁽¹²⁾	\$ 7.5	02/26/2009	S	40 ⁽¹⁾	⁽¹²⁾	12/28/2011	Common Stock	40
Warrant (right to buy) ⁽¹²⁾	\$ 7.5	02/26/2009	S	2,500 ⁽¹⁾	⁽¹²⁾	12/28/2011	Common Stock	2,500
Warrant (right to buy) ⁽¹²⁾	\$ 7.5	02/26/2009	S	1,500 ⁽¹⁾	⁽¹²⁾	12/28/2011	Common Stock	1,500
Warrant (right to buy) ⁽¹²⁾	\$ 7.5	02/26/2009	S	2,000 ⁽¹⁾	⁽¹²⁾	12/28/2011	Common Stock	2,000
Warrant (right to buy) ⁽¹²⁾	\$ 7.5	02/26/2009	S	1,500 ⁽¹⁾	⁽¹²⁾	12/28/2011	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gottesman Noam C/O GLG PARTNERS, INC. 399 PARK AVENUE, 38TH FLOOR NEW YORK, NY 10022	X	X	Chairman & Co-CEO	

Signatures

/s/ Alejandro San Miguel, as
attorney-in-fact

02/27/2009

⁽¹²⁾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) These securities were held by the GLG Pleiade SICAV managed account, an account owned by a third-party client and in which none of GLG Partners LP (as investment manager for the managed account), GLG Partners Limited (as the general partner of GLG Partners LP) or Messrs. Noam Gottesman, Emmanuel Roman and Pierre Lagrange (as Managing Directors of GLG Partners Limited) have any ownership or pecuniary interest, and were sold pursuant to an instruction from the client to liquidate the managed account's holdings. Mr. Gottesman disclaims beneficial ownership of these securities and has no pecuniary interest therein, and this report shall not be deemed an admission that Mr. Gottesman is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(2) These securities were sold as part of units, each consisting of one share of common stock and one warrant. The sale price for the unit was \$2.27.

(3) These securities were sold as part of units, each consisting of one share of common stock and one warrant. The sale price for the unit was \$2.29.

(4) These securities were sold as part of units, each consisting of one share of common stock and one warrant. The sale price for the unit was \$2.30.

(5) These securities were sold as part of units, each consisting of one share of common stock and one warrant. The sale price for the unit was \$2.34.

(6) These securities were sold as part of units, each consisting of one share of common stock and one warrant. The sale price for the unit was \$2.35.

(7) These securities were sold as part of units, each consisting of one share of common stock and one warrant. The sale price for the unit was \$2.40.

(8) Mr. Gottesman disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Gottesman is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(9) These securities are held by certain investment funds managed by GLG Partners LP, as investment manager. GLG Partners Limited is the general partner of GLG Partners LP, and Messrs. Gottesman, Roman and Lagrange are Managing Directors of GLG Partners Limited with power to exercise investment over the securities owned by the investment funds and as a result, may be deemed to be the beneficial owner of these securities. As discussed above in footnote (8), Mr. Gottesman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(10) The FA Sub 2 Limited Exchangeable Shares are exchangeable at any time at the election of the holder for one share of common stock of GLG Partners, Inc. For each Exchangeable Share that is exchanged for common stock of GLG Partners, Inc., a corresponding share of Series A Preferred Stock will automatically be redeemed for its par value of \$0.0001 per share.

(11) Shares held by the trustee of the Gottesman GLG Trust. Mr. Gottesman has a pecuniary interest in these shares as a beneficiary of the Gottesman GLG Trust.

(12) Each warrant is exercisable for one share of common stock at any time commencing on or after December 21, 2007, provided in each case, that there is an effective registration statement in effect at such time covering the shares of common stock underlying the warrants.

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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