

ENGLANDER ISRAEL A  
Form 4  
February 17, 2009

**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 \*  
**MILLESCO LLC**  
  
(Last) (First) (Middle)  
  
**C/O MILLENNIUM  
MANAGEMENT LLC, 666 FIFTH  
AVENUE, 8TH FLOOR**

2. Issuer Name and Ticker or Trading Symbol  
**SP Acquisition Holdings, Inc. [DSP]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/10/2008**

(Street)  
  
**NEW YORK, NY 10103-0899**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
Common Stock	10/10/2008		P	V	Amount \$ 8.7	5,868,550	D
Common Stock	10/10/2008		P	V	Amount \$ 8.75	6,018,550 <sup>(1)</sup> (2) (3) (4)	D <sup>(5)</sup>
Common Stock	10/24/2008		J <sup>(6)</sup>	D	Amount 4,815,650 <sup>(6)</sup>	1,203,400 <sup>(6)</sup>	D <sup>(6)</sup>

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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLESCO LLC C/O MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899		X		
MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899				May be deemed a group member.
ENGLANDER ISRAEL A C/O MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899				May be deemed a group member.

## Signatures

Mark Meskin, Chief Executive Officer  
02/13/2009

\_\_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) This Form 4 is being filed to report transactions in the common stock, par value \$0.001 per share ("Common Stock") of SP Acquisition Holdings, Inc. (the "Issuer"), that were effected by Millenco LLC, a Delaware limited liability company ("Millenco"), immediately after becoming a 10% owner of the Issuer's Common Stock. The securities acquired in these transactions were inadvertently included in the

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total amount of securities reported as beneficially owned by Millenco in the Form 3 filed with the Securities and Exchange Commission on October 20, 2008.

- (2) Following the purchase of 157,800 shares of the Issuer's Common Stock, Millenco was the beneficial owner of 5,617,804 shares of the Issuer's Common Stock, of which 1,785,250 were a constituent part of the Issuer's units ("Units"). Each Unit consists of one share of Common Stock and one warrant to purchase the Issuer's Common Stock ("Unit").

- Each warrant entitles the holder to purchase one share of the Issuer's Common Stock at a price of \$7.50 ("Warrant"). The Warrants will become exercisable on the later of one year from the date of the final prospectus relating to the Issuer's initial public offering or the Issuer's completion of a business combination, provided in each case that the Issuer has an effective registration statement covering the shares of Common Stock issuable upon the exercise of the Warrants and a current prospectus relating to them is available. The Warrants will expire five years from the date of the Issuer's prospectus, dated October 10, 2007, or earlier upon redemption. As of the date of this filing, the Issuer has not announced the completion of a business combination and therefore, the Warrants are not currently exercisable.
- (3)

- In addition to the 1,785,250 Warrants held by Millenco as a constituent part of the Units, Millenco held an additional 1,376,100 Warrants.
- (4) Catapult Partners, Ltd., an affiliate of the Reporting Persons, held 1,017,500 Warrants. The above-described Warrants are not currently exercisable.

- Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. Consequently, Mr. Englander may be deemed to have shared voting control and investment discretion over securities deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Millenco.
- (5)

- Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies") acquired the above-described shares of the Issuer's Common Stock on October 24, 2008, via an intercompany transfer between Millenco and Integrated Core Strategies, each of which is wholly-owned by the same entity. For all filers except Millenco, such transaction was exempt under Rule 16a-13 promulgated under the Securities Exchange Act of 1934. Following the intercompany transfer, Integrated Core Strategies was the beneficial owner of 4,815,650 shares of the Issuer's Common Stock and Millenco was the beneficial owner of 1,203,400 shares of the Issuer's Common Stock.
- (6)

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.