

Halo Technology Holdings, Inc.

Form 5

August 15, 2006

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Howitt David Marc

(Last) (First) (Middle)

2836 SW PERIANDER STREET

(Street)

PORTLAND, OR 97201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Halo Technology Holdings, Inc.  
[HALO]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
06/30/2006

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)

6. Individual or Joint/Group Reporting

(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)  (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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  
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SEC 2270  
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Convertible Promissory Note	\$ 1.25	01/30/2006	Â	P4	150,000	Â	Â (1)	Â (2)	common stock	0 (3)
Convertible Promissory Note	\$ 1.25	01/30/2006	Â	P4	150,000	Â	Â (1)	Â (2)	warrants to acquire common stock (right to buy)	0 (3)
Convertible Promissory Note	\$ 1.25	01/30/2006	Â	C4	350,000	Â	Â (4)	Â (5)	common stock	0 (6)
Convertible Promissory Note	\$ 1.25	01/30/2006	Â	C4	350,000	Â	Â (4)	Â (5)	warrants to acquire common stock (right to buy)	0 (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howitt David Marc 2836 SW PERIANDER STREET PORTLAND,Â ORÂ 97201	Â X	Â	Â	Â

## Signatures

Ernest C Mysogland as  
Attorney-in-fact

08/15/2006

\_\_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).

mandatory convertible with no action on the part of the holder 60 days after issuance to the extent that such conversion would not cause  
(1) the holder to beneficially own more than 9.99% of the total issued and outstanding shares of common stock. The Note was converted through no action on the part of the holder on July 21, 2006.

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- (2) The principal amount of the Note, together with accrued interest, became due and payable on demand by the holder sixty (60) days after the date of the Notes (the "Original Maturity Date"), because the Note was not converted prior to that date.

The convertible promissory note was automatically convertible into (i) such number of fully paid and non-assessable shares of common stock equal to the aggregate principal amount due under the Note plus the amount of all accrued but unpaid interest on the Note divided

- (3) by \$1.25 and (ii) warrants to purchase a number of shares of common stock equal to 75% of such number of shares of common stock issued to the holder. The exact number of shares and warrants into which the Note was convertible was not known at the time of issuance because the amount of interest that would accrue prior to the date of conversion was not known.

On January 30, 2006, Mr. Howitt elected to convert the terms of the promissory note issued to him on January 6, 2006 and previously reported on Form 4 to the terms of the promissory notes issued on January 30, 2006. These notes were mandatory convertible with no

- (4) action on the part of the holder 60 days after issuance to the extent that such conversion would not cause the holder to beneficially own more than 9.99% of the total issued and outstanding shares of common stock. The Note was converted through no action on the part of the holder on July 21, 2006.

On January 30, 2006, Mr. Howitt elected to convert the terms of the promissory note issued to him on January 6, 2006 and previously

- (5) reported on Form 4 to the terms of the promissory notes issued on January 30, 2006. The principal amount of the Note, together with accrued interest, became due and payable on demand by the holder 60 days after issuance.

On January 30, 2006, Mr. Howitt elected to convert the terms of the promissory note issued to him on January 6, 2006 and previously reported on Form 4 to the terms of the promissory notes issued on January 30, 2006. The new convertible promissory note was

automatically convertible into (i) such number of fully paid and non-assessable shares of common stock equal to the aggregate principal

- (6) amount due under the Note plus the amount of all accrued but unpaid interest on the Note divided by \$1.25 and (ii) warrants to purchase a number of shares of common stock equal to 75% of such number of shares of common stock issued to the holder. The exact number of shares and warrants into which the Note was convertible was not known at the time of conversion because the amount of interest that would accrue prior to the date of conversion was not known.

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

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