

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 *
Bienvenu Rodney A

(Last) (First) (Middle)

11 RIVER ROAD, UNIT 109

(Street)

2. Issuer Name and Ticker or Trading
Symbol

Halo Technology Holdings, Inc.
[HALO]

3. Statement of 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)

Chief Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

COS COB,Â CTÂ 06807

(City) (State) (Zip)

☒ 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)	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)
common stock	06/30/2006	Â	X4	143,898	A \$ 1.25	837,136 I	by ISIS Acquisition Partners II, LLC
common stock	06/30/2006	Â	X4	120,277	A \$ 1.25	374,479 I	by ISIS Acquisiton Partners, LLC
	06/30/2006	Â	X4	642,457	A	2,000,366 I	

Edgar Filing: Halo Technology Holdings, Inc. - Form 5

common stock						\$ 1.25				by ISIS Capital Management, LLC
common stock	06/30/2006	Â	C4	304,124 (2)	A	\$ 1	837,136	I		by ISIS Acquisition Partners II, LLC
common stock	06/30/2006	Â	C4	254,202 (2)	A	\$ 1	374,479	I		by ISIS Acquisition Partners, LLC
common stock	06/30/2006	Â	C4	1,357,909 (2)	A	\$ 1	2,000,366	I		by ISIS Capital Management, LLC

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 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 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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Common Stock Warrant (right to buy)	\$ 1.25	06/30/2006	Â	X4	Â 287,795	Â (1) 03/31/2010	common stock
Common Stock Warrant (right to buy)	\$ 1.25	06/30/2006	Â	X4	Â 240,553	Â (1) 03/31/2010	common stock
Common Stock Warrant (right to buy)	\$ 1.25	06/30/2006	Â	X4	Â 1,284,913	Â (1) 03/31/2010	common stock
	\$ 1	06/30/2006	Â	C4	Â 287,795	Â (1) 03/31/2008	

Series C
Convertible
Preferred
Stock common
stock

Series C
Convertible
Preferred
Stock \$ 1 06/30/2006 Â C4 Â 240,553 Â (1) 03/31/2008 common
stock

Series C
Convertible
Preferred
Stock \$ 1 06/30/2006 Â C4 Â 1,284,913 Â (1) 03/31/2008 common
stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bienvenu Rodney A 11 RIVER ROAD, UNIT 109 COS COB, CT 06807	Â X	Â X	Â Chief Executive Officer	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).

(1) immediate

(2) Includes shares received as dividends on the Series C stock upon conversion.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.