

Edgar Filing: Halo Technology Holdings, Inc. - Form SC 13G

Halo Technology Holdings, Inc.
Form SC 13G
September 08, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

HALO TECHNOLOGY HOLDINGS, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

40637E106
(CUSIP Number)

January 31, 2005
(Date of Event Which Requires Filing of this Statement)

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 40637E106

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Asset Managers International Ltd

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

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OWNED BY 107,782

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER

WITH 107,782

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,782

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12. TYPE OF REPORTING PERSON*

CO

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CUSIP No. 40637E106

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

AFC Holdings Ltd

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

NUMBER OF 0

SHARES 6. SHARED VOTING POWER

BENEFICIALLY 107,782, all of which are held by Asset Managers International Ltd ("AMI"), which is wholly owned by AFC

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OWNED BY Holdings Ltd ("AFC").

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER
WITH 107,782, all of which are held by AMI, which is wholly
owned by AFC.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
107,782

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.99%

12. TYPE OF REPORTING PERSON*
CO

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Pentagon Special Purpose Fund, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

5. SOLE VOTING POWER
NUMBER OF 0

SHARES 6. SHARED VOTING POWER
BENEFICIALLY 107,782, all of which are held by AMI. AMI is wholly owned

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OWNED BY EACH REPORTING PERSON WITH
by AFC. Winchester Global Trust Company Limited ("WGTC") owns the only voting stock in AFC, and the rest of the equity in AFC is owned by Pentagon Special Purpose Fund, Ltd. ("PSPF").

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER

107,782, all of which are held by AMI. AMI is wholly owned by AFC. WGTC owns the only voting stock in AFC, and the rest of the equity in AFC is owned by PSPF.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,782

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12. TYPE OF REPORTING PERSON*

CO

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Winchester Global Trust Company Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5. SOLE VOTING POWER

NUMBER OF 0

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SHARES 6. SHARED VOTING POWER
BENEFICIALLY 107,782, all of which are held by AMI. AMI is wholly owned
OWNED BY by AFC. WGTC owns the only voting stock in AFC, and the rest
of the equity in AFC is owned by PSPF.

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER
WITH 107,782, all of which are held by AMI. AMI is wholly owned
by AFC. WGTC owns the only voting stock in AFC, and the rest
of the equity in AFC is owned by PSPF.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
107,782

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.99%

12. TYPE OF REPORTING PERSON*
CO

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CUSIP No. 40637E106

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Olympia Capital (Ireland) Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of Ireland

5. SOLE VOTING POWER

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NUMBER OF
SHARES 0

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,782, all of which are held by AMI, which is controlled by Olympia Capital (Ireland) Limited ("OCI").

7. SOLE DISPOSITIVE POWER

REPORTING PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

107,782, all of which are held by AMI, which is controlled by OCI.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,782

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

|_ |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12. TYPE OF REPORTING PERSON*

CO

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CUSIP No. 40637E106

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Pentagon Capital Management Plc

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_ |
(b) |X |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

5. SOLE VOTING POWER

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NUMBER OF
SHARES 0

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. SHARED VOTING POWER

107,782, all of which are held by AMI. Pentagon Capital Management Plc ("PCM") is an investment adviser which controls the investments of AMI.

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

107,782, all of which are held by AMI. PCM is an investment adviser which controls the investments of AMI.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,782

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

|_ |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12. TYPE OF REPORTING PERSON*

IA

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Item 1. Issuer.

(a) The name of the issuer is Halo Technology Holdings, Inc. (the "Issuer").

(b) The address of the Issuer's principal executive office is 200 Railroad Avenue, Greenwich, Connecticut, 06830

Item 2. Reporting Person and Security.

(a) Asset Managers International Ltd ("AMI"), AFC Holdings Ltd ("AFC") and Pentagon Special Purpose Fund, Ltd. ("PSPF") are each international business companies incorporated under the laws of the British Virgin Islands. Pentagon Capital Management Plc ("PCM") is a company incorporated and registered in England and Wales with company number 03657659. Olympia Capital (Ireland) Limited ("OCI") is a corporation organized under the laws of the Republic of Ireland. Winchester Global Trust Company Limited ("WGTC") is incorporated under the laws of Bermuda. AMI is wholly owned by AFC and is controlled by OCI. WGTC owns the only voting stock in AFC, and the rest of the equity in AFC is owned by

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PSPF. PCM is an investment adviser that controls the investments of AMI. AMI, AFC, PSPF, WGTC, OCI and PCM are referred to herein as the "Reporting Persons."

(b) The business address for each of the Reporting Persons is 88 Baker Street, London, England W1U 6TQ, except for OCI whose business address is Harcourt Center, 6th Floor, Block 3, Harcourt Road, Dublin 2, Ireland. The registered office for each of AMI, AFC and PSPF is at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands. The registered office for PCM is at 88 Baker Street, London, England W1U 6TQ. The registered office for OCI is Harcourt Center, 6th Floor, Block 3, Harcourt Road, Dublin 2, Ireland. The registered office for WGTC is Columbia House, 32 Reid Street, Hamilton, Bermuda HM11.

(c) Each of AMI, AFC and PSPF was incorporated under the laws of the British Virgin Islands. OCI was incorporated under the laws of the Republic of Ireland. PCM was incorporated under the laws of England and Wales. WGTC was incorporated under the laws of Bermuda.

(d) The title of the class of securities to which this statement relates is the common stock of the Issuer, par value \$0.00001 per share (the "Common Stock").

(e) The CUSIP number is 40637E106.

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 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).

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(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 ss. 240.13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G).

(h) A savings association 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).

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(j) |_| Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

Not Applicable.

Item 4. Ownership.

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The right to vote and the right to dispose of shares beneficially owned by AMI described in this Item 4 are shared among all of the Reporting Persons.

As of January 31, 2005, the Reporting Persons owned the following securities of the Issuer: AMI owned warrants to purchase 292,336 shares of Common Stock. The documentation governing the terms of the warrants contains provisions prohibiting any exercise of the warrants that would result in the Reporting Persons owning beneficially more than 9.99% of the outstanding shares of Common Stock as determined under Section 13(d) of the Securities Exchange Act of 1934.

Assuming that the Issuer had 971,115 shares outstanding on January 31, 2005, which is the number reported by the Issuer as outstanding as of November 11, 2004 in its Quarterly Report on Form 10-QSB filed on November 15, 2004, adjusted for a 100 for 1 reverse stock split effective November 18, 2004, the individual Reporting Persons had, on January 31, 2005, beneficial ownership of the 107,782 shares of Common Stock which represented 9.99% of the Common Stock outstanding.

As of December 31, 2005, the Reporting Persons owned the following securities of the Issuer: AMI owned warrants to purchase 1,042,336 shares of Common Stock and 1,000,000 shares of Series C Preferred Stock ("Series C Shares") issued by the Issuer which are convertible into Common Stock. The documentation governing the terms of the warrants and the Series C Shares contains provisions prohibiting any exercise of the warrants or conversion of Series C Shares that would result in the Reporting Persons owning beneficially more than 9.99% of the outstanding shares of Common Stock as determined under Section 13(d) of the Securities Exchange Act of 1934.

Assuming that the Issuer had 3,539,730 shares outstanding on December 31, 2005, which is the number reported by the Issuer as outstanding as of November 11, 2005 in its Quarterly Report on Form 10-QSB filed on November 14, 2005, the individual Reporting Persons had, on December 31, 2005, beneficial ownership of 392,866 shares of Common Stock which represented 9.99% of the Common Stock outstanding.

As of June 23, 2006, the Reporting Persons owned the following securities of the Issuer: AMI owned warrants to purchase 1,042,336 shares of Common Stock and 1,000,000 shares of Common Stock from a conversion of the Series C Shares. The documentation governing the terms of the warrants contains provisions prohibiting any exercise of the warrants that would result in the Reporting Persons owning beneficially more than 9.99% of the outstanding shares of Common Stock as determined under Section 13(d) of the Securities Exchange Act of 1934.

Assuming that the Issuer had 22,422,999 shares outstanding on June 23, 2006, which is the number provided by the Issuer to the Reporting Persons, the

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individual Reporting Persons had, on June 23, 2006, beneficial ownership of 2,042,336 shares of Common Stock which represented 8.70% of the Common Stock outstanding.

The following table summarizes the information in this Item 4 by providing the Reporting Person's beneficial ownership of the numbers of shares of Common Stock which represented the following percentages of Common Stock outstanding as of the date indicated:

Date	Shares Owned	Percentage
-----	-----	-----
January 31, 2005	107,782	9.99%
December 31, 2005	392,866	9.99%
June 23, 2006	2,042,336	8.70%

Item 5. Ownership of Five Percent or Less of a Class.

If this Schedule 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 [___]

Not Applicable.

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 or Control Person.

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. Certifications.

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.

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SIGNATURES

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

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correct.

Dated: September 8, 2006

ASSET MANAGERS INTERNATIONAL LTD

By: /s/ William F. Maycock

Its: Director

AFC HOLDINGS LTD

By: /s/ William F. Maycock

Dated: September 8, 2006

Its: Director

PENTAGON SPECIAL PURPOSE FUND, LTD.

By: /s/ William F. Maycock

Dated: September 8, 2006

Its: Director

WINCHESTER GLOBAL TRUST COMPANY
LIMITED

By: /s/ Peter D. Liabotis

Dated: September 8, 2006

Its: Vice-President

OLYMPIA CAPITAL (IRELAND) LIMITED

By: /s/ Andrew Bennett

Dated: September 8, 2006

Its: Authorized Signatory

PENTAGON CAPITAL MANAGEMENT PLC

By: /s/ Lewis Chester

Dated: September 8, 2006

Its: Authorized Signatory

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EXHIBIT INDEX

Exhibit A Agreement of Joint Filing

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EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Securities Exchange Act of 1934 a report on Schedule 13G, containing the information required by Schedule 13G, for shares of the common stock of Halo Technology Holdings, Inc. beneficially owned by Asset Managers International Ltd, AFC Holdings Ltd, Pentagon Special Purpose Fund, Ltd., Winchester Global Trust Company Limited, Olympia Capital (Ireland) Limited and Pentagon Capital Management Plc and such other holdings as may be reported therein.

ASSET MANAGERS INTERNATIONAL LTD

By: /s/ William F. Maycock

Its: Director

AFC HOLDINGS LTD

By: /s/ William F. Maycock

Its: Director

PENTAGON SPECIAL PURPOSE FUND, LTD.

By: /s/ William F. Maycock

Its: Director

WINCHESTER GLOBAL TRUST COMPANY LIMITED

By: /s/ Peter D. Liabotis

Its: Vice President

OLYMPIA CAPITAL (IRELAND) LIMITED

By: /s/ Andrew Bennett

Its: Authorized Signatory

PENTAGON CAPITAL MANAGEMENT PLC

By: /s/ Lewis Chester

Its: Authorized Signatory