

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
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1. Name and Address of Reporting Person *
Mysogland Ernest C

(Last) (First) (Middle)

258 OLD SPRING ROAD

(Street)

FAIRFIELD, CT 06824

(City) (State) (Zip)

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 Legal Officer

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)	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 Acquisition Partners, LLC
	06/30/2006	Â	X4	642,457	A	2,000,366 I	

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

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(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 <u>(2)</u> 03/31/2010	common stock
Common Stock Warrant (right to buy)	\$ 1.25	06/30/2006	Â	X4	Â 240,553	Â <u>(2)</u> 03/31/2010	common stock
Common Stock Warrant (right to buy)	\$ 1.25	06/30/2006	Â	X4	Â 1,284,913	Â <u>(2)</u> 03/31/2010	common stock
	\$ 1	06/30/2006	Â	C4	Â 287,795	Â <u>(2)</u> 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 (2) 03/31/2008 common
stock

Series C
Convertible
Preferred
Stock \$ 1 06/30/2006 Â C4 Â 1,284,913 Â (2) 03/31/2008 common
stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mysogland Ernest C 258 OLD SPRING ROAD FAIRFIELD,Â CTÂ 06824	Â	Â X	Â Chief Legal Officer	Â

Signatures

Ernest C
Mysogland 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) Includes shares received as dividends on the Series C stock upon conversion.

(2) Immediate

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