

Halo Technology Holdings, Inc.  
 Form 5  
 August 15, 2006

# FORM 5

**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).  
 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

1. Name and Address of Reporting Person \*  
 Bienvenu Rodney A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

11 RIVER ROAD, UNIT 109

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

COS COB, CT 06807

Form Filed by One Reporting Person  
 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 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)
				(A) or (D)	Amount or Price		
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

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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.

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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 (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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bienvenu Rodney A 11 RIVER ROAD, UNIT 109 COS COB,Â CTÂ 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.

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