

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

**FORM 5**

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

OMB APPROVAL

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

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 \*  
 Howitt David Marc

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)

2836 SW PERIANDER STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PORTLAND, OR 97201

(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) (A) or (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.

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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, OR 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).
  - (1) mandatory convertible with no 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.

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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

- (6) 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 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. 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.