

SP Acquisition Holdings, Inc.

Form 3

October 15, 2008

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â MILLENCO, L.L.C.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/10/2008

3. Issuer Name **and** Ticker or Trading Symbol
SP Acquisition Holdings, Inc. [DSP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

C/O MILLENNIUM

MANAGEMENT LLC,Â 666

FIFTH AVENUE, 8TH FLOOR

(Street)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☐ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting Person

NEW

YORK,Â NYÂ 10103-0899

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

6,018,550 (1) (2) (3)D (1) (4) (5) ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLESCO, L.L.C. C/O MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	Â	Â X	Â	Â
MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	Â	Â	Â	May be deemed a group member.
ENGLANDER ISRAEL A C/O MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	Â	Â	Â	May be deemed a group member.

Signatures

Mark Meskin, Chief Executive
Officer

10/14/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) As of the date of this filing, Millenco LLC, a Delaware limited liability company ("Millenco"), is the beneficial owner of 6,018,550 shares of common stock, par value \$0.001 per share ("Common Stock") of SP Acquisition Holdings, Inc. (the "Issuer"), of which 1,785,250 are a constituent part of the Issuer's units ("Units"), of which Millenco holds 1,785,250. Each Unit consists of one share of Common Stock and one warrant to purchase the Issuer's Common Stock ("Warrant").

(2) Each Warrant entitles the holder to purchase one share of the Issuer's Common Stock at a price of \$7.50. The Warrants will become exercisable on the later of one year from the date of the final prospectus relating to the Issuer's initial public offering or the Issuer's completion of a business combination, provided in each case that the Issuer has an effective registration statement covering the shares of Common Stock issuable upon the exercise of the Warrants and a current prospectus relating to them is available. The Warrants will expire five years from the date of the Issuer's prospectus, dated October 10, 2007, or earlier upon redemption. As of the date of this filing, the Issuer has not announced the completion of a business combination and therefore, the Warrants are not currently exercisable.

(3) In addition to the 1,785,250 Warrants held by Millenco as a constituent part of the Units, Millenco holds an additional 1,376,100 Warrants, which are also not currently exercisable. Catapult Partners, Ltd., an affiliate of the Reporting Persons, holds 1,017,500 Warrants, which are also not currently exercisable.

(4) Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and consequently may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. As a result, Mr. Englander may be deemed to have shared voting control and investment discretion over securities deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.

(5) The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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