

ENGLANDER ISRAEL A
Form 3/A
February 17, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MILLENCO LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O MILLENNIUM MANAGEMENT LLC,Â 666 FIFTH AVENUE, 8TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10103-0899</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/10/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SP Acquisition Holdings, Inc. [DSP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <u>X</u> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/15/2008</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 5,860,750 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D <u>(5)</u> <u>(6)</u> | Â |

Reminder: 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 Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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

Reporting Owners

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

Signatures

Mark Meskin, Chief Executive Officer
Date: 02/13/2009

__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).

This Form 3 is being amended to correct the amount of common stock, par value \$0.001 per share ("Common Stock"), of SP Acquisition Holdings, Inc. (the "Issuer"), beneficially owned by Millenco LLC, a Delaware limited liability company ("Millenco"), upon becoming a 10% owner of the Issuer's Common Stock.

(2) Upon becoming a 10% owner of the Issuer's Common Stock on October 10, 2008, Millenco was the beneficial owner of 5,860,750 shares of the Issuer's Common Stock, of which 1,785,250 shares were a constituent part of the Issuer's units. Each Unit consists of one share of Common Stock and one warrant to purchase the Issuer's Common Stock ("Unit").

(3) Each warrant entitles the holder to purchase one share of the Issuer's Common Stock at a price of \$7.50 ("Warrant"). The Warrants will become exercisable upon the Issuer's completion of a business combination, provided 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.

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

(5) Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and 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. Consequently, 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 securities owned by Millenco.

Edgar Filing: ENGLANDER ISRAEL A - Form 3/A

- (6) As previously reported, Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies") acquired 4,815,650 shares of the Issuer's Common Stock on October 24, 2008, via an intercompany transfer between Millenco and Integrated Core Strategies, each of which is wholly-owned by the same entity. For all filers except Millenco, such transfer was exempt under Rule 16a-13 promulgated under the Securities Exchange Act of 1934. Following the intercompany transfer, Integrated Core Strategies was the beneficial owner of 4,815,650 shares of the Issuer's Common Stock and Millenco was the beneficial owner of 1,203,400 shares of the Issuer's Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.