

MTM Technologies, Inc.
Form 4
January 10, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
**BEAR STEARNS COMPANIES
INC**

(Last) (First) (Middle)

383 MADISON AVENUE

(Street)

NEW YORK, NY 10179

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MTM Technologies, Inc. [MTMC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2005

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)

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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 Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) | | Date Exercisable | Expiration Date | Title |
|--|---|------------|----------------------|-----|---|---------------------------|--|
| | | | (Instr. 3, 4, and 5) | (A) | | | |
| | | | Code | V | (A) | (D) | |
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽¹⁾ / ₍₂₎ | 06/29/2005 | P | | 106,176 ⁽¹⁾ / ₍₂₎ | <u>(1)(2)</u> | <u>(1)</u> Common Stock |
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽¹⁾ / ₍₂₎ | 06/29/2005 | P | | 238,097 ⁽¹⁾ / ₍₂₎ | <u>(1)(2)</u> | <u>(1)</u> Common Stock |
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽¹⁾ / ₍₂₎ | 06/29/2005 | P | | 126,704 ⁽¹⁾ / ₍₂₎ | <u>(1)(2)</u> | <u>(1)</u> Common Stock |
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽¹⁾ / ₍₂₎ | 06/29/2005 | P | | 5,946 ⁽¹⁾ / ₍₂₎ | <u>(1)(2)</u> | <u>(1)</u> Common Stock |
| Common Stock Warrants (Right to Buy) | \$ 4.06 ⁽⁴⁾ | 06/29/2005 | P | | 21,235 ⁽⁴⁾ | 06/29/2005 ⁽⁴⁾ | 06/29/2009 ⁽⁴⁾ Common Stock |
| Common Stock Warrants (Right to Buy) | \$ 4.06 ⁽⁴⁾ | 06/29/2005 | P | | 47,619 ⁽⁴⁾ | 06/29/2005 ⁽⁴⁾ | 06/29/2009 ⁽⁴⁾ Common Stock |
| Common Stock Warrants (Right to Buy) | \$ 4.06 ⁽⁴⁾ | 06/29/2005 | P | | 25,341 ⁽⁴⁾ | 06/29/2005 ⁽⁴⁾ | 06/29/2009 ⁽⁴⁾ Common Stock |
| Common Stock Warrants (Right to Buy) | \$ 4.06 ⁽⁴⁾ | 06/29/2005 | P | | 1,189 ⁽⁴⁾ | 06/29/2005 ⁽⁴⁾ | 06/29/2009 ⁽⁴⁾ Common Stock |
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽¹⁾ / ₍₂₎ | 07/07/2005 | P | | 133,577 ⁽¹⁾ / ₍₂₎ | <u>(1)(2)</u> | <u>(1)</u> Common Stock |

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).

The Series A-4 Preferred Stock will be convertible into shares of Common Stock at any time at the election of the individual holders. The Series A-4 Preferred Stock will automatically convert into Common Stock, \$0.001 par value of the issuer (the "Common Stock"), if at any time following the 18 months after the issuance of the Series A-4 Preferred Stock, the weighted average closing price of the Common

- (1) Stock for the immediately preceding 60 consecutive trading days exceeds four times the weighted average of the applicable Series A-4 Preferred Stock conversion price then in effect. The Series A-4 Preferred Stock will convert to Common Stock, initially at a ratio of one share of Common Stock for every share of Series A-4 Preferred Stock and subject to adjustments for common dilutive equity issuances and for stock splits, stock dividends and similar events. There is no expiration date applicable to the Series A-4 Preferred Stock.

There will be no automatic conversion of the Series A-4 Preferred Stock unless at the time of such proposed conversion the issuer shall have on file with the SEC an effective registration statement with respect to the shares of Common Stock issued or issuable to the holders

- (2) (A) on conversion of the Series A-4 Preferred Stock then issued or issuable to such holders, (B) on exercise of all of the warrants to purchase Common Stock pursuant to the Purchase Agreement, and (C) on exercise of all the warrants to purchase Common Stock, and such shares of Common Stock have been listed on the Nasdaq Stock Market (or other national stock exchange or national over-the-counter bulletin board approved by the holders of a majority of the then outstanding shares of Series A-4 Preferred Stock).

The Reporting Person is the sole managing member of Constellation Ventures Management II, LLC ("Management"). Mr. Clifford H. Friedman is a member and senior managing director of Management. Management is the sole managing general partner of The BSC Employee Fund VI, L.P. ("BSC"), the sole general partner of Constellation Venture Capital II, L.P. ("CVC") and the sole general partner of Constellation Venture Capital Offshore II, L.P. ("Offshore"). Bear Stearns Asset Management, Inc. ("BSAM"), a subsidiary of the Reporting Person, is the sole managing member of CVC II Partners, LLC ("CVCP") and is the investment adviser to BSC, CVC, Offshore and CVCP. The Reporting Person disclaims beneficial ownership of any securities that exceed its pecuniary interest in the securities held by these entities.

- (4) The Warrants are exercisable at any time prior to June 29, 2009, at an exercise price of \$4.06 per share of Common Stock. The number of warrants issuable is equal to 20% of the number of shares of Common Stock issued or issuable on conversion of Series A-4 Preferred Stock acquired on June 29, 2005. As of June 29, 2005, the Warrants would be exercisable to purchase such number of shares of Common Stock reflected herein. The exercise price of the Warrants is subject to adjustment for stock splits, stock dividends and similar events. Cashless exercise is permitted.

The Warrants are exercisable at any time prior to July 7, 2009, at an exercise price of \$4.06 per share of Common Stock. The number of warrants issuable is equal to 20% of the number of shares of Common Stock issued or issuable on conversion of Series A-4 Preferred

- (5) Stock acquired on July 7, 2009. As of July 7, 2009, the Warrants would be exercisable to purchase such number of shares of Common Stock reflected herein. The exercise price of the Warrants is subject to adjustment for stock splits, stock dividends and similar events. Cashless exercise is permitted.

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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