

Halo Technology Holdings, Inc.  
Form 3  
February 26, 2007

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

OMB APPROVAL

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**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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â SIERRA VENTURES VIII A, LP			(Month/Day/Year)	Halo Technology Holdings, Inc. [HALO]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2884 SAND HILL ROAD,Â SUITE 100				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
MENLO PARK,Â CAÂ 94025				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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	1,216,171	I	By Sierra Ventures VII, L.P. <u>(1)</u> <u>(4)</u>
Common Stock	5,880,742	I	Sierra Ventures VIII-A, L.P. <u>(2)</u> <u>(4)</u>
Common Stock	57,602	I	Sierra Ventures VIII-B, L.P. <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIERRA VENTURES VIII A, LP 2884 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	^	^ X	^	^
SIERRA VENTURES VIII B, LP 2884 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	^	^ X	^	^
SIERRA VENTURES VII LP/CA 2884 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	^	^ X	^	^

## Signatures

Sierra Ventures VIII-A, L.P. by Sierra Ventures Associates VIII, LLC, its Genreal Partner	02/26/2007
__Signature of Reporting Person	Date
Sierra Ventures Associates VII, LLC	02/26/2007
__Signature of Reporting Person	Date
Sierra Ventures VII, L.P. by Sierra Ventures Associates VII, LLC, its General Partner	02/26/2007
__Signature of Reporting Person	Date
Sierra Ventures VIII-B, L.P. by Sierra Ventures Associates VIII, LLC, its General Partner	02/26/2007
__Signature of Reporting Person	Date
Sierra Ventures Associates VIII, LLC	02/26/2007
__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)

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The shares are owned by Sierra Ventures VII, L.P. (Sierra VII). On February 15, 2007, the Reporting Person received shares of Common Stock of Halo Technology Holdings, Inc. in connection with the Issuer's acquisition of Tenebril, Inc. in repayment of a promissory note, in the principal amount of \$439,297.72 with accrued interest in the amount of \$17,617.67, assumed by the Issuer based on a conversion price of \$0.3757 per share. Sierra Ventures Associates VII, LLC (SVA VII) is the general partner of Sierra VII and possesses voting and dispositive power over the shares held by Sierra VII. SVA VII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VII holds an additional 58,141 shares of the Issuer's Common Stock as nominee for its members. SVA VII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares.

- (2) The shares are owned by Sierra Ventures VIII-A, L.P. (Sierra VIII-A). On February 15, 2007, the Reporting Person received shares of Common Stock of Halo Technology Holdings, Inc. in connection with the Issuer's acquisition of Tenebril, Inc. in repayment of a promissory note, in the principal amount of \$2,124,205.15 with accrued interest in the amount of \$85,189.48, assumed by the Issuer based on a conversion price of \$0.3757 per share. Sierra Ventures Associates VIII, LLC (SVA VIII) is the general partner of Sierra VIII-A and possesses voting and dispositive power over the shares held by Sierra VIII-A. SVA VIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VIII holds an additional 431,690 shares of the Issuer's Common Stock as nominee for its members. SVA VIII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares.

- (3) The shares are owned by Sierra Ventures VIII-B, L.P. (Sierra VIII-B). On February 15, 2007, the Reporting Person received shares of Common Stock of Halo Technology Holdings, Inc. in connection with the Issuer's acquisition of Tenebril, Inc. in repayment of a promissory note, in the principal amount of \$20,806.40 with accrued interest in the amount of \$834.42, assumed by the Issuer based on a conversion price of \$0.3757 per share. Sierra Ventures Associates VIII, LLC (SVA VIII) is the general partner of Sierra VIII-B and possesses voting and dispositive power over the shares held by Sierra VIII-B. SVA VIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

- (4) The Reporting Persons paid no new consideration to acquire the 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.

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