

ENGLANDER ISRAEL A
Form 4
June 11, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
INTEGRATED CORE STRATEGIES (US) LLC

(Last) (First) (Middle)

C/O MILLENNIUM MANAGEMENT LLC, 666 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10103-0899

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SP Acquisition Holdings, Inc. [DSP]

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

06/09/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/09/2009 | | J(1) | (A) D | 1,203,400 (1) 0 (1) | D (1) | |
| Common Stock | 06/09/2009 | | J(1) | (A) A | 1,203,400 (1) 6,019,050 (1) (2) (3) | D (4) (5) (6) | |

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

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SEC 1474 (9-02)

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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 Derivative Security | 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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

*David Nolan,
Co-President 06/10/2009

**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).

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- (1) This Form 4 is being filed to report the intercompany transfer of 1,203,400 shares of common stock, par value \$0.001 per share ("Common Stock"), of SP Acquisition Holdings, Inc. (the "Issuer"), from Millenco LLC, a Delaware limited liability company ("Millenco"), to Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), each of which is wholly-owned by the same entity.
- (2) As a result of the intercompany transfer described above, as of the date of this filing, Integrated Core Strategies is the beneficial owner of 6,019,050 shares of the Issuer's Common Stock and Millenco is no longer the beneficial owner of any shares of the Issuer's Common Stock.
- (3) Integrated Core Strategies also holds 5,622,567 warrants to purchase the Issuer's Common Stock. Each warrant will entitle the holder to purchase one share of the Issuer's Common Stock at a price of \$7.50 ("Warrant"). Each Warrant will become exercisable upon the Issuer's consummation of a business combination, provided that the Issuer has an effective registration statement covering the Common Stock issuable upon exercise of the Warrants and a current prospectus is available. The Warrants will expire on October 10, 2012, or earlier upon redemption. As of the date of this filing, the Issuer has not completed a business combination, and therefore, the Warrants are not currently exercisable.
- (4) Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies, and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies.
- (5) 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 owned by Integrated Core Strategies.
- (6) 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 Integrated Core Strategies.

Remarks:

*INTEGRATED CORE STRATEGIES (US) LLC, By: Integrated Holding Group LP, its managing member, By: Millennium

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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