

SP Acquisition Holdings, Inc.

Form 3

October 10, 2007

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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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 WALKER STEPHEN  
NICHOLAS

(Last) (First) (Middle)

C/O SP ACQUISITION  
HOLDINGS, INC., Â 590  
MADISON AVENUE, 32ND  
FLOOR

(Street)

NEW YORK, Â NY Â 10022

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
10/10/20073. Issuer Name **and** Ticker or Trading Symbol  
SP Acquisition Holdings, Inc. [DSP]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)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 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, par value \$.001 per share 100,000

D Â

Common Stock, par value \$.001 per share 10,337

I Shares Held By SP Acq LLC <sup>(1)</sup>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)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |   |   |
| Warrant (right to buy)                        | Â <u>(2)</u>   | Â <u>(3)</u>       | Common<br>Stock, par<br>value<br>\$.001 per<br>share                                 | 100,000                          | \$ 7.5  | D   | Â   |
| Warrant (right to buy)                        | Â <u>(2)</u>   | Â <u>(3)</u>       | Common<br>Stock, par<br>value<br>\$.001 per<br>share                                 | 10,337                           | \$ 7.5  | I   | Warrants Held By<br>SP Acq LLC <u>(1)</u>                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| WALKER STEPHEN NICHOLAS<br>C/O SP ACQUISITION HOLDINGS, INC.<br>590 MADISON AVENUE, 32ND FLOOR<br>NEW YORK, NY 10022 | Â X      Â      Â      Â         |

## Signatures

/s/ Walker,  
Nicholas

10/02/2007

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).

Includes 1,500 warrants held in escrow subject to forfeiture if the underwriters' over-allotment option is not exercised in full. The  
(1) Reporting Person disclaims beneficial ownership of the warrants owned by SP Acq LLC except to the extent of his pecuniary interest therein.

The warrants will become exercisable after the consummation of an initial business combination if and when the last sales price of the  
(2) common stock exceeds \$14.25 per share for any 20 trading days within a 30 trading day period beginning 90 days after such business combination.

(3) The warrants will expire at 5:00 p.m., New York time, on the date that is five years from the date of the prospectus or earlier upon redemption or liquidation of the trust account.

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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