

SP Acquisition Holdings, Inc.
 Form 3
 October 15, 2008

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 *

Â MILLENCO, L.L.C.
 (Last) (First) (Middle)

C/O MILLENNIUM
 MANAGEMENT LLC,Â 666
 FIFTH AVENUE, 8TH FLOOR
 (Street)

NEW
 YORK,Â NYÂ 10103-0899
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 10/10/2008

3. 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)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

6,018,550 (1) (2) (3)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D (1) (4) (5) Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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)

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLESCO, L.L.C. C/O MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	^	^ X	^	^
MILLENNIUM MANAGEMENT, L.L.C. 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
10/14/2008

__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) As of the date of this filing, Millenco LLC, a Delaware limited liability company ("Millenco"), is the beneficial owner of 6,018,550 shares of common stock, par value \$0.001 per share ("Common Stock") of SP Acquisition Holdings, Inc. (the "Issuer"), of which 1,785,250 are a constituent part of the Issuer's units ("Units"), of which Millenco holds 1,785,250. Each Unit consists of one share of Common Stock and one warrant to purchase the Issuer's Common Stock ("Warrant").
- (2) Each Warrant entitles the holder to purchase one share of the Issuer's Common Stock at a price of \$7.50. The Warrants will become exercisable on the later of one year from the date of the final prospectus relating to the Issuer's initial public offering or the Issuer's completion of a business combination, provided in each case 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.
- (3) In addition to the 1,785,250 Warrants held by Millenco as a constituent part of the Units, Millenco holds an additional 1,376,100 Warrants, which are also not currently exercisable. Catapult Partners, Ltd., an affiliate of the Reporting Persons, holds 1,017,500 Warrants, which are also not currently exercisable.
- (4) Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and consequently 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. As a result, 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 shares owned by Millenco.
- (5) 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 shares owned by Millenco.

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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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