

SP Acquisition Holdings, Inc.  
 Form 3  
 July 27, 2009

**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 and Ticker or Trading Symbol

Â STEEL PARTNERS II  
 LIQUIDATING SERIES TRUST 07/15/2009  
 - F  
 SP Acquisition Holdings, Inc. [DSP]

(Last) (First) (Middle)

590 MADISON AVENUE,  
 32ND FLOOR,Â

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

4. Relationship of Reporting Person(s) to Issuer  
 5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer \_\_\_ Other  
 (give title below) (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 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	668,988	D <u>(1)</u> <u>(2)</u>	Â

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)**

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEEL PARTNERS II LIQUIDATING SERIES TRUST - F 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022	^	^ X	^	^
STEEL PARTNERS II GP LLC C/O STEEL PARTNERS II, L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022	^	^ X	^	^
STEEL PARTNERS II LP C/O STEEL PARTNERS II, L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022	^	^ X	^	^
Steel Partners LLC C/O STEEL PARTNERS II, L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022	^	^ X	^	^
STEEL PARTNERS HOLDINGS L.P. C/O STEEL PARTNERS II, L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022	^	^ X	^	^

## Signatures

By: Steel Partners II Liquidating Series Trust - Series F, By: Steel Partners II GP LLC, as Liquidating Trustee, By: /s/ Sanford Antignas, as Attorney in Fact for Warren G. Lichtenstein, Managing Member 07/27/2009

\*\*Signature of Reporting Person Date

By: Steel Partners II GP LLC, By: /s/ Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein, Managing Member 07/27/2009

\*\*Signature of Reporting Person Date

By: Steel Partners II, L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Sanford Antignas, as Attorney in Fact for Warren G. Lichtenstein, Managing Member 07/27/2009

\*\*Signature of Reporting Person Date

By: Steel Partners LLC, By: /s/ Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein, Manager 07/27/2009

\*\*Signature of Reporting Person Date

By: Steel Partners Holdings L.P., By: Steel Partners II GP LLC, General Partner, By: /s/  
Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein, Managing Member

07/27/2009

\_\_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) This Form 3 is filed jointly by Steel Partners II Liquidating Series Trust - Series F ("Steel Partners Trust"), Steel Partners II, L.P. ("Steel Partners II"), Steel Partners Holdings L.P. ("Steel Holdings"), Steel Partners LLC ("Partners LLC") and Steel Partners II GP LLC ("Steel Partners GP"). Each of the Reporting Persons is a member of a "group" for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Issuer that beneficially owns in the aggregate in excess of 10% of the Issuer's outstanding shares of common stock. As members of the group, each of the Reporting Persons may be deemed to beneficially own the securities of the Issuer owned by the other members of the group.

(2) The shares reported in this Form 3 are beneficially owned directly by Steel Partners Trust, and owned indirectly by Steel Partners II by virtue of it being the record holder of the shares as nominee of Steel Partners Trust, by Steel Holdings by virtue of it being the sole limited partner of Steel Partners II, by Partners LLC by virtue of it being the manager of Steel Partners II and Steel Partners Trust and by Steel Partners GP by virtue of it being the general partner of Steel Partners II and the liquidating trustee of Steel Partners Trust. Steel Partners II, Steel Holdings, Partners LLC and Steel Partners GP disclaim beneficial ownership of the shares owned by Steel Partners Trust except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.