

BPO Management Services
Form 4
October 09, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLEVELAND RUSSELL

(Last) (First) (Middle)

8080 N. CENTRAL
EXPRESSWAY, SUITE 210

(Street)

DALLAS, TX 75206

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BPO Management Services
[OTC:BPOM]

3. Date of Earliest Transaction
(Month/Day/Year)
10/04/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date	7. Title Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D)		(Month/Day/Year)		(Instr. 3)
				Code	V	(A)	(D)	
						Date Exercisable	Expiration Date	Title
Series D Convertible Preferred	\$ 0.6	10/04/2007	X		52,083	10/04/2007	<u>(3)</u>	Com Sto
Series D Convertible Preferred	\$ 0.6	10/04/2007	X		65,104	10/04/2007	<u>(3)</u>	Com Sto
Series D Convertible Preferred	\$ 0.6	10/04/2007	X		65,104	10/04/2007	<u>(3)</u>	Com Sto
Series D Convertible Preferred	\$ 0.6	10/04/2007	X		26,042	10/04/2007	<u>(3)</u>	Com Sto
C Warrant (Right to Buy)	\$ 0.01	10/04/2007	J <u>(6)</u>		416,667	<u>(4)</u>	06/13/2010	Com Sto
C Warrant (Right to Buy)	\$ 0.01	10/04/2007	J <u>(6)</u>		520,834	<u>(4)</u>	06/13/2010	Com Sto
C Warrant (Right to Buy)	\$ 0.01	10/04/2007	J <u>(6)</u>		520,834	<u>(4)</u>	06/13/2010	Com Sto
C Warrant (Right to Buy)	\$ 0.01	10/04/2007	J <u>(6)</u>		208,333	<u>(4)</u>	06/13/2010	Com Sto
D Warrant (Right to Buy)	\$ 1.1	10/04/2007	J <u>(6)</u>		833,333	<u>(5)</u>	05/13/2012	Com Sto
D Warrant (Right to Buy)	\$ 1.1	10/04/2007	J <u>(6)</u>		1,041,667	<u>(5)</u>	06/13/2012	Com Sto

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D Warrant (Right to Buy)	\$ 1.1	10/04/2007	J ⁽⁶⁾	1,041,667	⁽⁵⁾	06/13/2012	Com Sto
D Warrant (Right to Buy)	\$ 1.1	10/04/2007	J ⁽⁶⁾	416,667	⁽⁵⁾	06/13/2012	Com Sto
J Warrant (Right to Buy)	\$ 9.6 ⁽⁷⁾	10/04/2007	X	52,083	06/13/2007	06/13/2008	Seri Conve Prefe
J Warrant (Right to Buy)	\$ 9.6 ⁽⁷⁾	10/04/2007	X	65,104	06/13/2007	06/13/2008	Seri Conve Prefe
J Warrant (Right to Buy)	\$ 9.6 ⁽⁷⁾	10/04/2007	X	65,104	06/13/2007	06/13/2008	Seri Conve Prefe
J Warrant (Right to Buy)	\$ 9.6 ⁽⁷⁾	10/04/2007	X	26,042	06/13/2007	06/13/2008	Seri Conve Prefe
C Warrant (Right to Buy)	\$ 1.35	10/04/2007	J ⁽⁶⁾	416,667	⁽⁴⁾	06/13/2010	Com Sto
C Warrant (Right to Buy)	\$ 1.35	10/04/2007	J ⁽⁶⁾	520,834	⁽⁴⁾	06/13/2010	Com Sto
C Warrant (Right to Buy)	\$ 1.35	10/04/2007	J ⁽⁶⁾	520,834	⁽⁴⁾	06/13/2010	Com Sto
C Warrant (Right to Buy)	\$ 1.35	10/04/2007	J ⁽⁶⁾	208,333	⁽⁴⁾	06/13/2010	Com Sto
D Warrant (Right to Buy)	\$ 1.87	10/04/2007	J ⁽⁶⁾	833,333	⁽⁵⁾	06/13/2012	Com Sto
	\$ 1.87	10/04/2007	J ⁽⁶⁾	1,041,667	⁽⁵⁾	06/13/2012	

D Warrant
(Right to
Buy)

Com
Sto

D Warrant (Right to Buy)	\$ 1.87	10/04/2007	J ⁽⁶⁾	1,041,667	⁽⁵⁾	06/13/2012	Com Sto
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D Warrant (Right to Buy)	\$ 1.87	10/04/2007	J ⁽⁶⁾	416,667	⁽⁵⁾	06/13/2012	Com Sto
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLEVELAND RUSSELL 8080 N. CENTRAL EXPRESSWAY SUITE 210 DALLAS, TX 75206	X			
RENAISSANCE CAPITAL GROWTH & INCOME FUND III INC C/O RENN CAPITAL GROUP 8080 N. CENTRAL EXPRESSWAY, SUITE 210 DALLAS, TX 75206		X		
RENAISSANCE US GROWTH INVESTMENT TRUST PLC C/O RENN CAPITAL GROUP 8080 N. CENTRAL EXPRESSWAY, SUITE 210 DALLAS, TX 75206		X		
BFS US SPECIAL OPPORTUNITIES TRUST PLC C/O RENN CAPITAL GROUP 8080 N. CENTRAL EXPRESSWAY, SUITE 210 DALLAS, TX 75206		X		
Premier RENN US Emerging Growth Fund Ltd 8080 N. CENTRAL EXPRESSWAY SUITE 210, LB-59 DALLAS, TX 75206		X		

Signatures

Russell
Cleveland

10/09/2007

 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).

Russell Cleveland is President of RENN Capital Group, Inc., Investment Advisor to Renaissance Capital Growth & Income Fund III, Inc.,
(1) US Special Opportunities Trust PLC, Renaissance US Growth Investment Trust PLC, and Premier RENN US Emerging Growth Fund Limited, and therefore may be considered beneficial owner of such shares. Russell Cleveland disclaims such beneficial ownership.

(2) In this report "RUS" means Renaissance US Growth Investment Trust PLC, "RCG" means Renaissance Capital Growth & Income Fund III, Inc., "USSO" means US Special Opportunities Trust PLC, and "PREM" means Premier RENN US Emerging Growth Fund Limited.

There is no set termination date for the right of conversion except to the extent triggered by the Redemption Provision in Section 8 of the
(3) Certificate of Designation of the Relative Rights and Preferences of the Series D Convertibles Preferred Stock of BPO Management Services, Inc.

The C Warrant may each be exercised in whole or in part prior to the expiration of the warrant for such number of shares of common
(4) stock equal to 50% of the number of shares of common stock issuable upon conversion of the shares of preferred stock that have been exercised pursuant to the Series J warrant.

The D Warrant may each be exercised in whole or in part prior to the expiration of the warrant for such number of shares of common
(5) stock equal to 100% of the number of shares of common stock issuable upon conversion of the shares of preferred stock that have been exercised pursuant to the Series J warrant.

In connection with the exercise of the J Warrant, the Company amended each of the Series C Warrants and Series D Warrants, to provide that, in the event that any portion of the Series J Warrants was exercised during a reduced warrant price period, the per-share warrant
(6) exercise price payable upon exercise of its Series C Warrant is to be reduced from \$1.35 to \$0.01 and the per-share warrant exercise price payable upon exercise of its Series D Warrant is to be reduced from \$1.87 to \$1.10 for the same percentage of such investor's Series C Warrants and Series D Warrants as the percentage of Series J Warrants then exercised.

The Company reduced the per-share warrant exercise price payable upon exercise of its Series J Warrant from \$14.40 to \$9.60, effective
(7) only for exercises during the period between September 28, 2007 and October 10, 2007. Any remaining warrants remain exercisable at \$14.40.

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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