

BPO Management Services
Form 4
October 09, 2007

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 *
CLEVELAND RUSSELL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

8080 N. CENTRAL EXPRESSWAY, SUITE 210

(Street)

4. 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

DALLAS, TX 75206

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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.

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 Underly |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|------------------|

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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) |
|--------------------------------------|---|-------------------------|--------------------|-----------------|-----|---------------------|--------------------|------------|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| 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 | <u>J(6)</u> | 416,667 | | <u>(4)</u> | 06/13/2010 | Com Sto |
| C Warrant (Right to Buy) | \$ 0.01 | 10/04/2007 | <u>J(6)</u> | 520,834 | | <u>(4)</u> | 06/13/2010 | Com Sto |
| C Warrant (Right to Buy) | \$ 0.01 | 10/04/2007 | <u>J(6)</u> | 520,834 | | <u>(4)</u> | 06/13/2010 | Com Sto |
| C Warrant (Right to Buy) | \$ 0.01 | 10/04/2007 | <u>J(6)</u> | 208,333 | | <u>(4)</u> | 06/13/2010 | Com Sto |
| D Warrant (Right to Buy) | \$ 1.1 | 10/04/2007 | <u>J(6)</u> | 833,333 | | <u>(5)</u> | 05/13/2012 | Com Sto |
| D Warrant (Right to Buy) | \$ 1.1 | 10/04/2007 | <u>J(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 | | Series Conve Prefe |
| J Warrant (Right to Buy) | \$ 9.6 ⁽⁷⁾ | 10/04/2007 | X | 65,104 | 06/13/2007 | 06/13/2008 | | Series Conve Prefe |
| J Warrant (Right to Buy) | \$ 9.6 ⁽⁷⁾ | 10/04/2007 | X | 65,104 | 06/13/2007 | 06/13/2008 | | Series Conve Prefe |
| J Warrant (Right to Buy) | \$ 9.6 ⁽⁷⁾ | 10/04/2007 | X | 26,042 | 06/13/2007 | 06/13/2008 | | Series 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

D Warrant
(Right to
Buy)

\$ 1.87

10/04/2007

J⁽⁶⁾

416,667

⁽⁵⁾

06/13/2012

Com
Sto

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

^(u)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.

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.