

Edgar Filing: CANNELL J CARLO - Form SC 13D/A

CANNELL J CARLO  
Form SC 13D/A  
March 27, 2006

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No.2 )\*

Global Power Equipment Group Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class Securities)

37941p108

-----  
(CUSIP Number)

J. Carlo Cannell  
Cannell Capital, LLC, 150 California Street, 5th Floor, San Francisco, CA  
94111 (415) 835-8300

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

March 13, 2006

-----  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 current

Edgar Filing: CANNELL J CARLO - Form SC 13D/A

valid OMB control number.

CUSIP No. 37941p108

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

J. Carlo Cannell

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ].....

(b) .....

3. SEC Use Only.....

4. Source of Funds (See Instructions) OO.....

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e).....

6. Citizenship or Place of Organization USA.....

Number of 7. Sole Voting Power 3,292,900 .....

Shares Beneficially Owned by Each Reporting Person With:

8. Shared Voting Power 0.....

9. Sole Dispositive Power 3,292,900.....

10. Shared Dispositive Power 0.....

Edgar Filing: CANNELL J CARLO - Form SC 13D/A

11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,292,900  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)

13. .... Percent of Class Represented by Amount in Row (11) 7.0%  
-----

14. .... Type of Reporting Person (See Instructions)  
-----

IN. ....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----  
.....  
-----

Item 1 Security and Issuer

This statement relates to Common Stock ("Common Stock"), issued by Global Power Equipment Group Inc.. The address of the principal executive offices of Global Power Equipment Group Inc. 6120 South Yale, Suite 1480, Tulsa, Oklahoma.

Item 2 Identity and Background

The person filing this report is J. Carlo Cannell ("Cannell") who is the controlling member of Cannell Capital LLC ("Adviser"). The Adviser acts as the investment adviser to The Cuttyhunk Fund Limited ("Cuttyhunk"), The Anegada Master Fund Limited ("Anegada"), and TE Cannell Portfolio, Ltd. ("TEC") and is the general partner of and investment adviser to Tonga Partners, L.P. ("Tonga" and, collectively, with Cuttyhunk, Anegada and TEC, the "Funds").

The principal office and business address of Mr. Cannell is 150 California Street, 5th Floor, San Francisco, CA 94111.

The principal business of each Fund is to invest in securities.

Mr. Cannell has never been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), nor has Mr. Cannell been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction as a result of which he was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation

## Edgar Filing: CANNELL J CARLO - Form SC 13D/A

with respect to such laws. Mr. Cannell is a citizen of the United States.

Information with respect to each Reporting Person is given solely by the respective Reporting Person, and no Reporting Person hereby undertakes any responsibility for the accuracy or completeness or such information concerning any other Reporting Person.

### Item 3 Source and amount of Funds or other Consideration

Each Fund utilized its own available net assets to purchase the securities referred to in this Schedule.

### Item 4 Purpose of Transaction

The securities referred to in this Schedule have been acquired by each of the Funds for investment purposes and not with the purpose or effect of changing or influencing control of the Company. Each Fund acquired the securities in the ordinary course of business and is holding the securities for the benefit of its investors. Mr. Cannell reserves the right to take such action as he may determine from time to time to seek to maximize the value of the Common Stock. Such actions may include, but may not necessarily be limited to, pursuit of strategic initiatives to enhance shareholder value.

Except as described herein, Mr. Cannell has no present plans or intentions that relate to or that would result in any of the transactions described in clauses (a) through (j) of item 4 of Schedule 13D.

### Item 5 Interest in Securities of the Issuer

(a) Based on 47,131,000 shares of Common Stock outstanding as of November 3, 2005, Cuttyhunk owns 744,577 shares of Common Stock, or 1.6% of the shares outstanding, Anegada owns 752,295 shares of Common Stock, or 1.6% of the shares outstanding, TEC owns 659,397 shares of Common Stock, or 1.4% of the shares outstanding, and Tonga owns 1,136,631 shares of Common Stock, or 2.4% of the shares outstanding. Mr. Cannell has the sole power to vote and to direct the disposition of all shares of Common Stock owned by each of the Funds. Accordingly, Mr. Cannell is deemed to beneficially own a total of 3,292,900 shares of Common Stock, or 7.0% of the outstanding shares.

(c) A list of transactions during the past 60 days by each Fund.

| Party   | Date      | Amount<br>Bought<br>(Sold) | Price per<br>Share | Where & How<br>Effected |
|---------|-----------|----------------------------|--------------------|-------------------------|
| ANEGADA | 1/20/2006 | (1,172)                    | 4.38               | Open Market             |
| ANEGADA | 3/9/2006  | (84,400)                   | 4.03               | Open Market             |
| ANEGADA | 3/9/2006  | (228)                      | 4.08               | Open Market             |
| ANEGADA | 3/9/2006  | (5,372)                    | 4.08               | Open Market             |
| ANEGADA | 3/10/2006 | (1,000)                    | 3.78               | Open Market             |
| ANEGADA | 3/13/2006 | (33,328)                   | 3.60               | Open Market             |
| ANEGADA | 3/13/2006 | (23,900)                   | 3.60               | Open Market             |
| ANEGADA | 3/13/2006 | (11,565)                   | 3.60               | Open Market             |
| ANEGADA | 3/13/2006 | (7,607)                    | 3.60               | Open Market             |

Edgar Filing: CANNELL J CARLO - Form SC 13D/A

|            |           |           |      |             |
|------------|-----------|-----------|------|-------------|
| CUTTYHUNK  | 1/19/2006 | (200)     | 4.28 | Open Market |
| CUTTYHUNK  | 1/20/2006 | (54,200)  | 4.38 | Open Market |
| CUTTYHUNK  | 1/20/2006 | (7,000)   | 4.38 | Open Market |
| CUTTYHUNK  | 1/20/2006 | (4,200)   | 4.38 | Open Market |
| CUTTYHUNK  | 1/20/2006 | (16,212)  | 4.38 | Open Market |
| CUTTYHUNK  | 3/9/2006  | (86,200)  | 4.03 | Open Market |
| CUTTYHUNK  | 3/9/2006  | (5,800)   | 4.08 | Open Market |
| CUTTYHUNK  | 3/10/2006 | (800)     | 3.78 | Open Market |
| CUTTYHUNK  | 3/13/2006 | (34,888)  | 3.60 | Open Market |
| CUTTYHUNK  | 3/13/2006 | (7,400)   | 3.60 | Open Market |
| CUTTYHUNK  | 3/13/2006 | (1,400)   | 3.60 | Open Market |
| CUTTYHUNK  | 3/13/2006 | (6,100)   | 3.60 | Open Market |
| CUTTYHUNK  | 3/13/2006 | (4,100)   | 3.60 | Open Market |
| CUTTYHUNK  | 3/13/2006 | (5,000)   | 3.60 | Open Market |
| CUTTYHUNK  | 3/13/2006 | (1,112)   | 3.60 | Open Market |
| TE CANNELL | 3/9/2006  | (8,000)   | 4.03 | Open Market |
| TE CANNELL | 3/9/2006  | (25,700)  | 4.03 | Open Market |
| TE CANNELL | 3/9/2006  | (3,900)   | 4.03 | Open Market |
| TE CANNELL | 3/9/2006  | (38,800)  | 4.03 | Open Market |
| TE CANNELL | 3/9/2006  | (5,100)   | 4.08 | Open Market |
| TE CANNELL | 3/10/2006 | (700)     | 3.78 | Open Market |
| TE CANNELL | 3/13/2006 | (20,900)  | 3.60 | Open Market |
| TE CANNELL | 3/13/2006 | (3,700)   | 3.60 | Open Market |
| TE CANNELL | 3/13/2006 | (2,600)   | 3.60 | Open Market |
| TE CANNELL | 3/13/2006 | (26,200)  | 3.60 | Open Market |
| TE CANNELL | 3/13/2006 | (2,500)   | 3.60 | Open Market |
| TONGA      | 1/19/2006 | (100)     | 4.28 | Open Market |
| TONGA      | 1/20/2006 | (44,100)  | 4.38 | Open Market |
| TONGA      | 1/20/2006 | (20,500)  | 4.38 | Open Market |
| TONGA      | 1/20/2006 | (12,300)  | 4.38 | Open Market |
| TONGA      | 1/20/2006 | (16)      | 4.38 | Open Market |
| TONGA      | 3/9/2006  | (30,430)  | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (45,701)  | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (2,300)   | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (800)     | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (7,500)   | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (1,200)   | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (2,100)   | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (7,200)   | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (100)     | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (2,100)   | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (1,600)   | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (1,800)   | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (25,169)  | 4.03 | Open Market |
| TONGA      | 3/9/2006  | (8,500)   | 4.08 | Open Market |
| TONGA      | 3/10/2006 | (1,400)   | 3.78 | Open Market |
| TONGA      | 3/13/2006 | (110,900) | 3.60 | Open Market |

(d) Not Applicable

(e) Not Applicable

Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

No contracts, arrangements, understandings or similar relationships exist with respect to the securities of the Company between Mr. Cannell and any other individual or entity.

Item 7 Material to Be Filed as Exhibits

Not Applicable

Edgar Filing: CANNELL J CARLO - Form SC 13D/A

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 24, 2006

J. Carlo Cannell

/s/ J. Carlo Cannell

-----  
J. Carlo Cannell