

MTM Technologies, Inc.
Form 4
January 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
**BEAR STEARNS COMPANIES
INC**

(Last) (First) (Middle)

383 MADISON AVENUE

(Street)

NEW YORK, NY 10179

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MTM Technologies, Inc. [MTMC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2004

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

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

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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 Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|

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| | Derivative Security | | (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | |
|----|--------------------------------------|---|----------------------|-----------|-----------------------|---|----------------------------------|
| | | | Code | V (A) (D) | | | |
| 7% | Convertible Secured Notes | \$ 3.25 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 12/10/2004 | P | 256,878 | 12/10/2004 <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| 7% | Convertible Secured Notes | \$ 3.25 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 12/10/2004 | P | 576,041 | 12/10/2004 <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| 7% | Convertible Secured Notes | \$ 3.25 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 12/10/2004 | P | 306,542 | 12/10/2004 <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| 7% | Convertible Secured Notes | \$ 3.25 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 12/10/2004 | P | 14,385 | 12/10/2004 <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| | Common Stock Warrants (Right to Buy) | \$ 4.06 <u>(5)</u> | 12/10/2004 | P | 51,376 <u>(5)</u> | 12/10/2004 <u>(5)</u> | 12/10/2008 <u>(5)</u> |
| | Common Stock Warrants (Right to Buy) | \$ 4.06 <u>(5)</u> | 12/10/2004 | P | 115,208 <u>(5)</u> | 12/10/2004 <u>(5)</u> | 12/10/2008 <u>(5)</u> |
| | Common Stock Warrants (Right to Buy) | \$ 4.06 <u>(5)</u> | 12/10/2004 | P | 61,309 <u>(5)</u> | 12/10/2004 <u>(5)</u> | 12/10/2008 <u>(5)</u> |
| | Common Stock Warrants (Right to Buy) | \$ 4.06 <u>(5)</u> | 12/10/2004 | P | 2,877 <u>(5)</u> | 12/10/2004 <u>(5)</u> | 12/10/2008 <u>(5)</u> |
| 7% | Convertible Secured Notes | \$ 3.25 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 03/11/2005 | P | 102,751 | 03/11/2005 <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| 7% | | \$ 3.25 <u>(1)</u> | 03/11/2005 | P | 230,416 | 03/11/2005 <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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| | | | | | | | |
|--------------------------------------|---|------------|---|-----------------------|-----------------------------|-----------------------|--|
| Convertible Secured Notes | <u>(2)</u> <u>(3)</u> | | | | | | |
| 7% Convertible Secured Notes | \$ 3.25 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 03/11/2005 | P | 122,617 | 03/11/2005 <u>(1)(2)(3)</u> | <u>(1)(2)(3)</u> | |
| 7% Convertible Secured Notes | \$ 3.25 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 03/11/2005 | P | 5,754 | 03/11/2005 <u>(1)(2)(3)</u> | <u>(1)(2)(3)</u> | |
| Common Stock Warrants (Right to Buy) | \$ 4.06 <u>(6)</u> | 03/11/2005 | P | 20,550 <u>(6)</u> | 03/11/2005 <u>(6)</u> | 03/11/2009 <u>(6)</u> | |
| Common Stock Warrants (Right to Buy) | \$ 4.06 <u>(6)</u> | 03/11/2005 | P | 46,084 <u>(6)</u> | 03/11/2005 <u>(6)</u> | 03/11/2009 <u>(6)</u> | |
| Common Stock Warrants (Right to Buy) | \$ 4.06 <u>(6)</u> | 03/11/2005 | P | 24,523 <u>(6)</u> | 03/11/2005 <u>(6)</u> | 03/11/2009 <u>(6)</u> | |
| Common Stock Warrants (Right to Buy) | \$ 4.06 <u>(6)</u> | 03/11/2005 | P | 1,151 <u>(6)</u> | 03/11/2005 <u>(6)</u> | 03/11/2009 <u>(6)</u> | |
| 7% Convertible Secured Notes | <u>(8)</u> | 06/23/2005 | C | 371,417 <u>(8)</u> | <u>(8)</u> | <u>(8)</u> | |
| 7% Convertible Secured Notes | <u>(8)</u> | 06/23/2005 | C | 832,892 <u>(8)</u> | <u>(8)</u> | <u>(8)</u> | |
| 7% Convertible Secured Notes | <u>(8)</u> | 06/23/2005 | C | 443,226 <u>(8)</u> | <u>(8)</u> | <u>(8)</u> | |
| 7% Convertible Secured | <u>(8)</u> | 06/23/2005 | C | 20,799 <u>(8)</u> | <u>(8)</u> | <u>(8)</u> | |

Notes

| | | | | | | |
|---|--------------------------------------|------------|---|---------------------------|---------------|------------|
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽²⁾ <u>(3)</u> | 06/23/2005 | C | 371,417 <u>(2) (3)</u> | <u>(2)(3)</u> | <u>(2)</u> |
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽²⁾ <u>(3)</u> | 06/23/2005 | C | 832,892 <u>(2) (3)</u> | <u>(2)(3)</u> | <u>(2)</u> |
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽²⁾ <u>(3)</u> | 06/23/2005 | C | 443,226 <u>(2) (3)</u> | <u>(2)(3)</u> | <u>(2)</u> |
| Series A-4 Convertible Preferred Stock | \$ 3.25 ⁽²⁾ <u>(3)</u> | 06/23/2005 | C | 20,799 <u>(2) (3)</u> | <u>(2)(3)</u> | <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BEAR STEARNS COMPANIES INC 383 MADISON AVENUE NEW YORK, NY 10179 | | X | | |

Signatures

Kenneth L. Edlow,
Secretary

01/09/2006

 **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).

The 7% Convertible Secured Notes (the "Notes") are convertible on the date of the shareholders' approval into Series A-4 Convertible Preferred Stock of the issuer (the "Series A-4 Preferred Stock"). If the Notes have not already been converted into Series A-4 Preferred Stock, they will be due and payable on demand, which may be given by 66-2/3% of the holders of the Notes at any time following the (1) later of the date that is (x) 150 days following the date of issuance or (y) if the SEC reviews the issuer's filings seeking shareholder approval, 180 days from the date of issuance. The interest accrued on each such payment due will be added to the principal of the Notes. The outstanding principal and accrued interest on the Notes will be automatically converted into Series A-4 Preferred Stock on the date of the shareholders' approval.

The Series A-4 Preferred Stock will be convertible into shares of Common Stock at any time at the election of the individual holders. The Series A-4 Preferred Stock will automatically convert into Common Stock, \$0.001 par value of the issuer (the "Common Stock"), if at any time following the 18 months after the issuance of the Series A-4 Preferred Stock, the weighted average closing price of the Common (2) Stock for the immediately preceding 60 consecutive trading days exceeds four times the weighted average of the applicable Series A-4 Preferred Stock conversion price then in effect. The Series A-4 Preferred Stock will convert to Common Stock, initially at a ratio of one share of Common Stock for every share of Series A-4 Preferred Stock and subject to adjustments for common dilutive equity issuances and for stock splits, stock dividends and similar events. There is no expiration date applicable to the Series A-4 Preferred Stock.

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- There will be no automatic conversion of the Series A-4 Preferred Stock unless at the time of such proposed conversion the issuer shall have on file with the SEC an effective registration statement with respect to the shares of Common Stock issued or issuable to the holders
- (3) (A) on conversion of the Series A-4 Preferred Stock then issued or issuable to such holders, (B) on exercise of all of the warrants to purchase Common Stock pursuant to the Purchase Agreement, and (C) on exercise of all the warrants to purchase Common Stock, and such shares of Common Stock have been listed on the Nasdaq Stock Market (or other national stock exchange or national over-the-counter bulletin board approved by the holders of a majority of the then outstanding shares of Series A-4 Preferred Stock.)

- The Reporting Person is the sole managing member of Constellation Ventures Management II, LLC ("Management"). Mr. Clifford H. Friedman is a member and senior managing director of Management. Management is the sole managing general partner of The BSC Employee Fund VI, L.P. ("BSC"), the sole general partner of Constellation Venture Capital II, L.P. ("CVC") and the sole general partner
- (4) of Constellation Venture Capital Offshore II, L.P. ("Offshore"). Bear Stearns Asset Management, Inc. ("BSAM"), a subsidiary of the Reporting Person, is the sole managing member of CVC II Partners, LLC ("CVCP") and is the investment adviser to BSC, CVC, Offshore and CVCP. The Reporting Person disclaims beneficial ownership of any securities that exceed its pecuniary interest in the securities held by these entities.

- The Warrants are exercisable at any time after the shareholders' approval and prior to December 10, 2008, at an exercise price of \$4.06 per share of Common Stock. The number of warrants issuable is equal to 20% of the number of shares of Common Stock issued or issuable on conversion of Series A-4 Preferred Stock issued or issuable on conversion of the principal amount of the Notes acquired on
- (5) December 10, 2004. As of December 10, 2004, the Warrants would be exercisable to purchase such number of shares of Common Stock reflected herein. The exercise price of the Warrants is subject to adjustment for stock splits, stock dividends and similar events. Cashless exercise is permitted.

- The Warrants are exercisable at any time after the shareholders' approval and prior to March 11, 2009, at an exercise price of \$4.06 per share of Common Stock. The number of warrants issuable is equal to 20% of the number of shares of Common Stock issued or issuable on conversion of Series A-4 Preferred Stock issued or issuable on conversion of the principal amount of the Notes acquired on
- (6) March 11, 2005. As of March 11, 2005, the Warrants would be exercisable to purchase such number of shares of Common Stock reflected herein. The exercise price of the Warrants is subject to adjustment for stock splits, stock dividends and similar events. Cashless exercise is permitted.

- (7) The Notes acquired on December 10, 2004, on which interest had accrued, are not included in this total.

- The Notes that were issued on 12/10/04 and 3/11/05 were automatically converted on the date of the shareholders' approval into Series
- (8) A-4 Preferred Stock. The interest accrued on the Notes was added to the principal of the Notes, and the entire outstanding principal and accrued interest on the Notes was automatically converted into Series A-4 Preferred Stock.

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.