

GLOBAL POWER EQUIPMENT GROUP INC/  
Form SC 13D/A  
July 28, 2005

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No.1)\*

Global Power Equipment Group Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class Securities)

37941p108

-----  
(CUSIP Number)

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)

July 25, 2005

-----  
(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

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valid OMB control number.

CUSIP No. 37941p108

1. Name of Reporting Persons.

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

Cannell Capital, LLC
94-3366999

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

(a) [X].....

(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 California.....

Number of 7. Sole Voting Power 0.....

Shares Beneficially Owned by Each Reporting Person With:

8. Shared Voting Power 3,734,200.....

9. Sole Dispositive Power 0.....

10. Shared Dispositive Power 3,734,200.....

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11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,734,200

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

13. Percent of Class Represented by Amount in Row (11) 8.0%

14. Type of Reporting Person (See Instructions)

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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) [X] .....

(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).....

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

Number of 7. Sole Voting Power 0 .....

Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

8. Shared Voting Power 3,734,200.....

9. Sole Dispositive Power 0.....

10. Shared Dispositive Power 3,734,200.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,734,200

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

13.....Percent of Class Represented by Amount in Row (11) 8.0%

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

IN/HC.....

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CUSIP No. 37941p108

1. Name of Reporting Persons.

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

The Cuttyhunk Fund Limited

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

(a) [X].....

(b) .....

3. SEC Use Only.....

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

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

6. Citizenship or Place of Organization Bermuda.....

Number of 7. Sole Voting Power 0 .....

Shares Beneficially Owned by Each Reporting Person With:

8. Shared Voting Power 972,189.....

9. Sole Dispositive Power 0 .....

10. Shared Dispositive Power 972,189.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 972,189

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

13. ....Percent of Class Represented by Amount in Row (11) 2.1%  
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14. ....Type of Reporting Person (See Instructions)  
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CO.....  
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CUSIP No. 37941p108

1. Name of Reporting Persons.

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

The Anegada Master Fund Limited  
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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  .....  
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(b) .....  
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3. SEC Use Only.....  
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4. Source of Funds (See Instructions) WC.....  
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5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items  
2(d) or 2(e).....  
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6. Citizenship or Place of Organization Cayman Islands.....  
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Number of 7. Sole Voting Power 0 .....

Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

8. Shared Voting Power 809,668.....

9. Sole Dispositive Power 0 .....

10. Shared Dispositive Power 809,668.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 809,668

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

13.....Percent of Class Represented by Amount in Row (11) 1.7%

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

CO.....

CUSIP No. 37941p108

- Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

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GS Cannell, LLC  
98-0232642

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

(a) [X].....

(b) .....

3. SEC Use Only.....

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

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

6. Citizenship or Place of Organization Delaware.....

Number of 7. Sole Voting Power 0.....

Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

8. Shared Voting Power 663,997.....

9. Sole Dispositive Power 0 .....

10. Shared Dispositive Power 663,997.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 663,997

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

13.....Percent of Class Represented by Amount in Row (11) 1.4%



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

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CUSIP No. 37941p108

1. Name of Reporting Persons.

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

Tonga Partners, L.P.

94-3164039

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

(a) [X].....

(b) .....

3. SEC Use Only.....

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

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

6. Citizenship or Place of Organization Delaware.....

Number of 7. Sole Voting Power 0 .....

Shares Beneficially

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Owned by  
Each  
Reporting  
Person  
With:

|     |                          |           |
|-----|--------------------------|-----------|
| 8.  | Shared Voting Power      | 1,288,346 |
| 9.  | Sole Dispositive Power   | 0         |
| 10. | Shared Dispositive Power | 1,288,346 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,288,346

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

13. Percent of Class Represented by Amount in Row (11) 2.7%

14. Type of Reporting Person (See Instructions)

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CUSIP No. 37941p108

1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Pleiades Investment Partners, LP  
23-2688812

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

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(a) [X].....

(b) .....

3. SEC Use Only.....

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

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

6. Citizenship or Place of Organization Delaware.....

Number of 7. Sole Voting Power 0 .....

Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

8. Shared Voting Power 0.....

9. Sole Dispositive Power 0.....

10. Shared Dispositive Power 0.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 0

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

13.....Percent of Class Represented by Amount in Row (11) 0.0%

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

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Item 1 Security and Issuer

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

Item 2 Identity and Background

Name: Cannell Capital, LLC ("Adviser")  
Place of Organization: California  
Principal Business: Investment Adviser  
Address: 150 California Street, 5th Floor, San Francisco, CA 94111  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: The Cuttyhunk Fund Limited ("Cuttyhunk")  
Place of Organization: Bermuda  
Principal Business: Investment  
Address: 73 Front Street, Hamilton, Bermuda HM 12  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: The Anegada Master Fund Limited ("Anegada")  
Place of Organization: Cayman Islands  
Principal Business: Investment  
Address: c/o Praesideo Fund Services, Ltd.  
Harbour Centre, PO Box 1348, George Town, Grand Cayman, Cayman Islands  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: Tonga Partners, L.P. ("Tonga")  
Place of Organization: Delaware  
Principal Business: Investment  
Address: 150 California Street, 5th Floor, San Francisco, CA 94111  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: GS Cannell, LLC ("GSC")  
Place of Organization: Delaware  
Principal Business: Investment  
Address: 701 Mount Lucas Road, CN 850, Princeton, NJ 08542  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: Pleiades Investment Partners, LP ("Pleiades")

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Place of Organization: Delaware  
Principal Business: Investment  
Address: 6022 West Chester Pike, Newtown Square, PA 19073  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: J. Carlo Cannell  
Address: 150 California Street, 5th Floor, San Francisco, CA 94111  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None  
Citizenship: United States

J Carlo Cannell is the controlling and managing member of Adviser. Adviser serves as investment adviser to Cuttyhunk, Anegada, GSC, and Pleiades. Adviser is general partner and investment adviser to Tonga.

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

The aggregate amount of funds used by Cuttyhunk to purchase 972,189 shares of Common Stock owned by it was approximately \$5,419,795. Such amount was derived from working capital.

The aggregate amount of funds used by Anegada to purchase 809,668 shares of Common Stock owned by it was approximately \$5,209,426. Such amount was derived from working capital.

The aggregate amount of funds used by GSC to purchase 663,997 shares of Common Stock owned by it was approximately \$5,562,787. Such amount was derived from working capital.

The aggregate amount of funds used by Tonga to purchase 1,288,346 shares of Common Stock owned by it was approximately \$6,179,079. Such amount was derived from working capital.

### Item 4 Purpose of Transaction

The Common Stock was bought in the ordinary course of the Adviser's management of the accounts of its investment advisory clients. As of July 25, 2005 the Reporting Persons commenced the formulation of plans to seek maximization of the value of the Common Stock. Such plans may include, but may not necessarily be limited to, pursuit of strategic initiatives to enhance shareholder value.

Subject to availability at prices deemed favorable and in accordance with applicable laws and regulations, the Reporting Persons may acquire shares of Common Stock of the Company from time to time in the open market, in privately negotiated transactions or otherwise. The Reporting Persons may dispose of shares of Common Stock of the Company from time to time in the open market, in privately negotiated transactions or otherwise.

Except as set forth above, the Reporting Persons 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) As of July 25, 2005, the Reporting Persons directly or indirectly beneficially owned 3,734,200 shares, or 8.0%, of Common Stock of Global Power Equipment Inc. (the approximate number of the shares of Common Stock owned is based on 46,918,000 shares of common stock

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outstanding by Global Power Equipment Inc., on May 2, 2005).

(1) Cuttyhunk owns 972,189 shares (2.1%) (2) Anegada owns 809,668 shares (1.7%) (3) GS Cannell owns 663,997 shares (1.4%) (4) Tonga owns 1,288,346 shares (2.7%) (5) Pleiades owns 0 shares (0.0%)

(b) The responses of the Reporting Persons to Items 7 through 11 of the portions of the cover page of this Schedule D which relate to beneficial ownership of shares of the Common Stock are incorporated herein by reference.

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

| Party      | Date      | Amount Bought (Sold) | Price per Share | Where & How Effected |
|------------|-----------|----------------------|-----------------|----------------------|
| ANEGADA    | 6/15/2005 | 21,992               | 7.51            | Open Market          |
| GS CANNELL | 6/15/2005 | 17,562               | 7.51            | Open Market          |
| TONGA      | 6/15/2005 | 30,446               | 7.51            | Open Market          |

(d) Not Applicable

(e) Not Applicable

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

J. Carlo Cannell controls and manages the Adviser who makes voting and dispositive decisions for Cuttyhunk, Anegada, GS Cannell, Tonga, and Pleiades.

Item 7 Material to Be Filed as Exhibits

Not Applicable

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: July 26, 2005

J. Carlo Cannell

/s/ J. Carlo Cannell

J. Carlo Cannell

Cannell Capital, LLC

/s/ J. Carlo Cannell

J. Carlo Cannell, Managing Member

The Anegada Master Fund, Limited

/s/ J. Carlo Cannell

J. Carlo Cannell, Managing Member

Cannell Capital, LLC, Investment Adviser

The Cuttyhunk Fund Limited

/s/ J. Carlo Cannell

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J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, Investment Adviser

GS Cannell, LLC

/s/ J. Carlo Cannell

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J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, Investment Adviser

Tonga Partners, L.P.

/s/ J. Carlo Cannell

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J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, General Partner

Pleiades Investment Partners, LP

/s/ J. Carlo Cannell

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J. Carlo Cannell, Managing Member  
Cannell Capital, LLC, Investment Adviser