

CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC.

Form SC 13D/A

December 18, 2007

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

China Security & Surveillance Technology, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

G21161107

(CUSIP Number)

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

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

December 14, 2007

(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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* 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

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for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on 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).

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CLINTON GROUP, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

2,001,730

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

2,001,730

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

2,001,730

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	4.7%	
14	TYPE OF REPORTING PERSON*	
	IA; CO	

* SEE INSTRUCTIONS

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) CLINTON MULTISTRATEGY MASTER FUND, LTD.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
	7	SOLE VOTING POWER -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 1,463,233
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER

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1,463,233

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
	1,463,233
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	3.5%
14	TYPE OF REPORTING PERSON*
	CO

* SEE INSTRUCTIONS

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) CLINTON SPECIAL OPPORTUNITIES MASTER FUND, LTD.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3	SEC USE ONLY
4	SOURCE OF FUNDS* WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS
	7 SOLE VOTING POWER
	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY	8 SHARED VOTING POWER 352,807

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EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	
		-0-	
	10	SHARED DISPOSITIVE POWER	
		352,807	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON		
		352,807	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		0.8%	
14	TYPE OF REPORTING PERSON*		
		CO	
		* SEE INSTRUCTIONS	

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	CLINTON LEXINGTON MASTER FUND, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	[]
		(b)	[]
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
			[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	UNITED STATES		
	7	SOLE VOTING POWER	

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8

SHARED VOTING POWER

185,690

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

185,690

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

185,690

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14

TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTIONS

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1

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GEORGE E. HALL

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3

SEC USE ONLY

4

SOURCE OF FUNDS*

AF

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	UNITED STATES

	7 SOLE VOTING POWER
	-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER
	2,001,730

	9 SOLE DISPOSITIVE POWER
	-0-

	10 SHARED DISPOSITIVE POWER
	2,001,730

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
	2,001,730

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	4.7%

14	TYPE OF REPORTING PERSON*
	IN

* SEE INSTRUCTIONS

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SCHEDULE 13D

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The Schedule 13D filed on November 6, 2007 by Clinton Group, Inc., a Delaware corporation ("CGI"), Clinton Multistrategy Master Fund, Ltd, a Cayman Islands company ("CMSF"), Clinton Special Opportunities Master Fund, Ltd., a Cayman Islands company ("CSO"), Clinton Lexington Master Fund, L.P., a Cayman Islands exempted limited partnership ("CLEX") and George Hall (collectively, the "Reporting Persons") with respect to the shares of Common Stock, par value \$0.0001 per share (the "Shares") of China Security & Surveillance Technology, Inc., a Delaware corporation (the "Issuer") is hereby amended by this Amendment No. 1. This is the final amendment to this Schedule 13D and an exit filing for the Reporting Persons.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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Paragraphs (a), (b), (c) and (e) of the Schedule 13D are hereby amended and restated as follows:

(a) As of the close of business on December 17, 2007, the Reporting Persons beneficially owned an aggregate of 2,001,730 Shares, constituting approximately 4.7% of the Shares outstanding.

The aggregate percentage of Shares beneficially owned by the Reporting Persons is based upon 42,153,676 Shares outstanding, which is the total number of Shares outstanding as of November 9, 2007 as reported by the Issuer in its Quarterly Report filed on November 13, 2007 on Form 10-Q for the period ended September 30, 2007.

(b) By virtue of investment management agreements with each of CMS, CSO and CLEX, CGI has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the 1,463,233 Shares held by CMSF, the 352,807 Shares held by CSO and the 185,690 Shares held by CLEX. By virtue of his direct and indirect control of CGI, George E. Hall is deemed to have shared voting power and shared dispositive power with respect to all Shares as to which CGI has voting power or dispositive power. Accordingly, CGI and George E. Hall are deemed to have shared voting and shared dispositive power with respect to an aggregate of 2,001,730 Shares.

(c) Information concerning transactions in the Shares effected by the Reporting Persons since the most recent filing on Schedule 13D is set forth in Schedule B hereto and is incorporated herein by reference. Unless otherwise indicated, all of such transactions were effected in the open market.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares on December 14, 2007.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 18, 2007

CLINTON GROUP, INC.

By: /s/ Francis Ruchalski

Name: Francis Ruchalski
Title: Comptroller

CLINTON MULTISTRATEGY MASTER FUND, LTD.
By: Clinton Group, Inc. its investment
manager

By: /s/ Francis Ruchalski

Name: Francis Ruchalski
Title: Comptroller

CLINTON SPECIAL OPPORTUNITIES MASTER FUND, LTD.

By: Clinton Group, Inc. its investment
manager

By: /s/ Francis Ruchalski

Name: Francis Ruchalski
Title: Comptroller

CLINTON LEXINGTON MASTER FUND, L.P.

By: Clinton Group, Inc. its investment
manager

By: /s/ Francis Ruchalski

Name: Francis Ruchalski
Title: Comptroller

/s/ George E. Hall

George E. Hall

CUSIP NO. 526262100

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SCHEDULE B

TRANSACTIONS IN THE SHARES BY THE REPORTING PERSONS SINCE NOVEMBER 6, 2007

Clinton Multistrategy Master Fund, Ltd.

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
-----	-----	-----
11/07/07	24,100	22.5275
11/08/07	75,000	22.9467
11/08/07	8,500	23.1345
11/12/07	8,200	18.7827
11/13/07	10,345	21.8665
12/05/07	9,500	21.7342
12/05/07	(47,445)	22.6918
12/07/07	1,900	21.1032
12/10/07	11,200	20.845
12/11/07	5,900	21.4238
12/11/07	(12,900)	22.3501
12/12/07	(700)	22.00

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12/14/07	(45,000)	23.0165
12/14/07	(102,900)	22.6645

Clinton Special Opportunities Master Fund, Ltd.

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
-----	-----	-----
11/08/07	75,000	22.9467
11/08/07	8,500	23.1345
11/09/07	52,300	20.724
11/12/07	5,000	18.7827
11/13/07	6,000	21.8665
12/11/07	3,000	21.4238
12/11/07	(6,600)	22.3501
12/14/07	(10,000)	23.0165

Clinton Lexington Master Fund, L.P.

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
-----	-----	-----
11/12/07	3,300	18.7827
11/13/07	4,000	21.8665
12/11/07	2,900	21.4238
12/11/07	(6,460)	22.3501
12/14/07	(5,000)	23.0165