**MULTIBAND CORP** 

Form 3

December 13, 2012

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

**OMB APPROVAL** 

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

owned directly or indirectly.

1. Name and Address of Reporting

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement MULTIBAND CORP [MBND] CANNELL CAPITAL LLC (Month/Day/Year) 12/13/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 310 E. PEARL ST., UNIT (Check all applicable) A, PO BOX 3459 (Street) 6. Individual or Joint/Group \_X\_\_ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Person JACKSON, WYÂ 83001 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) I (1) (2) Common stock (Class A shares) Tristan Offshore Fund, Ltd. (1) (2) 412,829 Common stock (Class A shares)  $I^{(1)(2)}$ Cuttyhunk Master Portfolio (1) (2) 532,603 I (1) (2) Common stock (Class A shares) Tonga Partners, L.P. (1) (2) 683,802 I (1) (2) Common stock (Class A shares) 735,608 Tristan Partners, L.P. (1) (2) Optima UCITS Umbrella Plc / I (1) (2) Common stock (Class A shares) 35,212 Cannell UCITS Fund (1) (2) Separately managed accounts (1) I (1) (2) Common stock (Class A shares) 68,339 (2) Reminder: Report on a separate line for each class of securities beneficially

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SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/Year)	ate	3. Title and Securities U	Inderlying	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>F</b>	Director	10% Owner	Officer	Other		
CANNELL CAPITAL LLC 310 E. PEARL ST., UNIT A PO BOX 3459 JACKSON, WY 83001	Â	ÂX	Â	Â		

# **Signatures**

J. Carlo Cannell on behalf of Cannell Capital
LLC

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
  - As of Dec.13, 2012, Tristan Offshore Fund Ltd., Tristan Partners, LP, The Cuttyhunk Master Portfolio, Tonga Partners, LP, Cannell UCITS Fund and sundry separately managed accounts (collectively the "Funds") owned in the aggregate (i) 2,468,393 Class A shares of
- (1) common stock of Multiband, Inc. Cannell Capital LLC acts as the investment adviser to Tristan Offshore Ltd., Cuttyhunk Master Portfolio, Cannell UCITS Fund, and the Cannell separately managed accounts, and is the general partner of and investment adviser to Tristan Partners, LP and Tonga Partners LP.
  - Mr. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. As such, Mr. Cannell possesses sole power to vote and direct the disposition of all securities of Multiband, Inc. held by the Funds. Thus, for the purposes of Reg. Section 240.13d-3, as of Dec. 13,
- (2) 2012, Mr. Cannell beneficially owns 2,468,393 shares. Mr. Cannell's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Funds, if any. None of the Funds individually holds more than 3.5% of the Class A shares of Multiband,

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