

Halo Technology Holdings, Inc.

Form 4

July 24, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**CRESTVIEW CAPITAL MASTER
LLC**

(Last) (First) (Middle)

95 REVERE DRIVE, SUITE A

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**Halo Technology Holdings, Inc.
[HALO]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common stock, par value \$.00001 per share ("Common Stock")	05/15/2006		C		2,020,000	A	\$ 1 5,548,759 D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

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 Derivative Security	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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CRESTVIEW CAPITAL MASTER LLC 95 REVERE DRIVE SUITE A NORTHBROOK, IL 60062	X

Signatures

CRESTVIEW CAPITAL MASTER, LLC	07/24/2006
_____ **Signature of Reporting Person	_____ Date
By: Crestview Capital Partners, LLC, its sole Manager	07/24/2006
_____ **Signature of Reporting Person	_____ Date
/s/ Daniel Warsh	07/24/2006
_____ **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).

Remarks:

On May 15, 2006, Crestview Capital Master, LLC ("Crestview") entered into a written agreement with the Issuer whereby, among other things, Crestview waived the beneficial ownership limitation on conversion contained in the Series C Convertible

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Preferred Stock (the "Preferred Stock") of the Issuer held by Crestview. The beneficial ownership limitation on conversion in the Preferred Stock is described in the Schedule 13D (Amendment No. 1) filed on March 23, 2006 with the Securities and Exchange Commission. As a result of such waiver of the beneficial ownership limitation on conversion, Crestview beneficially owns the Common Stock underlying the Preferred Stock pursuant to Rule 13d-3(d)(1)(i)(B) of the Securities Exchange Act of 1934.

Crestview is the beneficial owner of 5,548,759 shares of Common Stock, which, to Crestview's knowledge, represents approximately 45.62% of the outstanding Common Stock as of the date hereof (based upon 12,161,962 issued and outstanding shares of Common Stock of the Issuer, based on the sum of (i) 8,141,962 issued and outstanding shares as of May 10, 2006, as reported in the Issuer's Form 10-QSB for the fiscal quarter ended March 31, 2006 and filed on May 15, 2006 with the Securities and Exchange Commission, (ii) 2,000,000 shares of Common Stock underlying the currently-convertible Subordinated Secured Promissory Note held by Crestview and (iii) 2,020,000 shares of Common Stock underlying the currently-convertible Series C Convertible Preferred Stock held by Crestview).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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