

Halo Technology Holdings, Inc.

Form 4

July 28, 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)
06/30/2006

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")	06/30/2006		S		1,010,000	D	\$ 1.25
					6,558,759	D	

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

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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock purchase warrants (the "Warrants")	\$ 1.25	06/30/2006		C		2,020,000		03/31/2005	03/31/2010	common stock	2,020,000

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

/s/ Robert Hoyt 07/28/2006

**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 June 30, 2006, pursuant to a written agreement dated May 15, 2006 between Crestview Capital Master, LLC ("Crestview") the Issuer, (i) Crestview exercised, on a cashless basis, 1,010,000 Warrants and received 1,010,000 shares of Common Stock and (ii) as consideration for such cashless exercise, the Issuer cancelled 1,010,000 Warrants owned by Crestview. There was no consideration paid by Crestview to the Company in connection with these transactions.

Since Crestview had previously waived the beneficial ownership limitations on exercise in the Warrants, as further described on Schedule 13D (Amendment No. 2) filed on July 24, 2006 with the Securities and Exchange Commission, the result of the transactions described herein was to lower Crestview's beneficial ownership of Common Stock from 7,568,759 shares to 6,558,759 shares.

Crestview is the beneficial owner of 6,558,759 shares of Common Stock, which, to Crestview's knowledge, represents

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approximately 24.54% of the outstanding Common Stock as of the date hereof (based upon 26,723,244 issued and outstanding shares of Common Stock as of June 30, 2006, as reported in writing to the Reporting Persons by the Chief Legal Officer of the Issuer on July 18, 2006).

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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