

Halo Technology Holdings, Inc.

Form 4

August 11, 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

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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)
07/18/2006

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common stock, par value \$.00001 per share ("Common Stock")	07/18/2006		J ⁽¹⁾		12,946	A	\$ 2.34 6,571,705
Common Stock	07/18/2006		J		23,981	A	\$ 2.09 6,595,686
Common Stock	07/18/2006		J		20,460	A	\$ 1.48 6,616,146

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Common Stock	07/18/2006	J	35,261	A	\$ 1.42	6,651,407	D
Common Stock	07/18/2006	J	24,715	A	\$ 1.23	6,676,122	D
Common Stock	07/18/2006	J	37,148	A	\$ 1.35	6,713,270	D
Common Stock	07/18/2006	J	24,338	A	\$ 1.25	6,737,608	D
Common Stock	07/18/2006	J	46,669	A	\$ 1.07	6,784,277	D
Common Stock	07/18/2006	J	32,136	A	\$ 0.94	6,816,413	D

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

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(9-02)

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 Report Transaction (Instr. 6)
				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

/s/ Daniel Warsh

08/10/2006

__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).

(1) On July 18, 2006, the Reporting Person acquired from the Issuer an aggregate of 257,654 shares of Common Stock in payment of (i) \$151,500 in accrued and unpaid dividends on the Series C Convertible Preferred Stock owned, until June 30, 2006, by the Reporting Person and (ii) \$200,000 in accrued and unpaid interest on the Subordinated Secured Promissory Note currently owned by the Reporting Person. In connection with the acquisition of such 257,654 shares of Common Stock, the Reporting Person paid no new cash consideration to the Issuer. Crestview is the beneficial owner of 6,816,413 shares of Common Stock, which, to Crestview's knowledge, represents 25.5% 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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