

Halo Technology Holdings, Inc.
 Form 4
 July 24, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

95 REVERE DRIVE, SUITE A

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

NORTHBROOK, IL 60062

(City) (State) (Zip)

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 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.

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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 Reported Transaction (Instr. 3 and 4)
				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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