

Halo Technology Holdings, Inc.
Form 4
August 11, 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)
95 REVERE DRIVE, SUITE A
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/18/2006

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

NORTHBROOK, IL 60062

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

(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 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	D
Common Stock	07/18/2006		J		23,981 A \$ 2.09	6,595,686	D
Common Stock	07/18/2006		J		20,460 A \$ 1.48	6,616,146	D

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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (Instr. 5)
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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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