

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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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)
05/15/2006

____ 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 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 | \$ 1.25 |
| | | | | | 7,568,759 | D | |

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

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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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 exercise contained in the 2,020,000 Common Stock

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purchase warrants (the "Warrants") of the Issuer held by Crestview. The beneficial ownership limitation on exercise in the Warrants 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 exercise, Crestview beneficially owns the Common Stock underlying the Warrants pursuant to Rule 13d-3(d)(1)(i)(A) of the Securities Exchange Act of 1934. Crestview is the beneficial owner of 7,568,759 shares of Common Stock, which, to Crestview's knowledge, represents approximately 53.37% of the outstanding Common Stock as of the date hereof (based upon 14,181,962 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, (iii) 2,020,000 shares of Common Stock underlying the currently-convertible Series C Convertible Preferred Stock held by Crestview and (iv) 2,020,000 shares of Common Stock underlying the currently-exercisable Warrants 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.