

Halo Technology Holdings, Inc.
 Form 4
 July 28, 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)
06/30/2006

____ 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")	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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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Common Stock purchase warrants (the "Warrants")	\$ 1.25	06/30/2006		C	2,020,000	03/31/2005	03/31/2010	common stock	2,0

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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