

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 <sup>(1)</sup>		12,946	A	\$ 2.34
Common Stock	07/18/2006		J		23,981	A	\$ 2.09
Common Stock	07/18/2006		J		20,460	A	\$ 1.48

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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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