

SIMTEK CORP
Form 4/A
August 06, 2008

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

(Last) (First) (Middle)

95 REVERE DRIVE, SUITE A,

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SIMTEK CORP [SMTK]

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2008

4. If Amendment, Date Original Filed (Month/Day/Year)
08/06/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 | 08/04/2008 | | S | | 10,300 | D | \$ 2.56 |
| | | | | | | | 2,540,595 |
| Common stock | 08/04/2008 | | S | | 1,200,000 | D | \$ 2.5517 |
| | | | | | | | 1,340,595 |

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

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SEC 1474 (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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | |
| Crestview Capital Partners, LLC C/O CRESTVIEW CAPITAL FUNDS 95 REVERE DRIVE, SUITE A NORTHBROOK, IL 60062 | | X | | |

Signatures

CRESTVIEW CAPITAL MASTER, LLC, By: CRESTVIEW CAPITAL PARTNERS, LLC,
its sole Manager, By: /s/ Daniel I. Warsh, Name: Daniel I. Warsh, Title: Manager

08/06/2008

__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).

These securities are owned directly by Crestview Capital Master, LLC. Crestview Capital Partners, LLC is the sole manager of Crestview

- (1) Capital Master, LLC and as such has the power to direct the vote and to direct the disposition of investments owned by Crestview Capital Master, LLC, and thus may be an indirect beneficial owner of the reported securities.
- (2) On August 4, 2008, the Reporting Person sold 10,300 shares of Common Stock in an open market transaction at a price of \$2.56 per share and 1,200,000 shares of Common Stock in an open market transaction at a price of \$2.5517 per share.
- (3) One purpose of this amendment is to correct the price of this transaction.

Remarks:

This amendment is also being filed to check the box indicating that the Reporting Person is no longer subject to Section 16.

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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