

SIMTEK CORP
Form 4
February 08, 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)
02/06/2008

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/06/2008		S		2,478	D	\$ 2.99
Common Stock	02/06/2008		S		24,684	D	\$ 3
Common Stock	02/06/2008		S		10,000	D	\$ 3.09
Common Stock	02/06/2008		S		11,838	D	\$ 3.1
Common Stock	02/06/2008		S		15,000	D	\$ 3.15
	02/06/2008		S		10,000	D	

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Common Stock						\$ 3.16		
Common Stock	02/06/2008	S	1,000	D	\$ 3.2	2,679,518	D	<u>(1)</u>
Common Stock	02/06/2008	S	25,000	D	\$ 3.5	2,654,518	D	<u>(1)</u>
Common Stock	02/07/2008	S	9,433	D	\$ 3	2,645,085	D	<u>(1)</u>
Common Stock	02/07/2008	S	10,000	D	\$ 3.1	2,635,085	D	<u>(1)</u>

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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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. 6)
				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		X		

NORTHBROOK, IL 60062

Signatures

Crestview Capital Master, LLC, By: Crestview Capital Partners, LLC, its sole Manager, By:
/s/ Daniel Warsh

02/08/2008

__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. Remarks:

Remarks:

Exhibit 99.1-Joint Filer Information

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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