

SIMTEK CORP
Form SC 13G
January 06, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION STATEMENTS PURSUANT TO RULE 13d-1 and 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

SIMTEK CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

829204106
(CUSIP Number)

DECEMBER 30, 2005
(Date of event which requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

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|-----|----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 1. | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Crestview Capital Master, LLC | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="radio"/> (b) <input type="radio"/> |
| 3. | SEC USE ONLY | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER 24,687,500 (See Item 4) |
| | | 6. SHARED VOTING POWER (See Item 4) |
| | | 7. SOLE DISPOSITIVE POWER 24,687,500 (See Item 4) |
| | | 8. SHARED DISPOSITIVE POWER (See Item 4) |
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16.83% | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 16.83% | |
| 12. | TYPE OF REPORTING PERSON: PN | |

Item 1(a). Name of Issuer.
Simtek Corporation

Item 1(b). Address of Issuer's Principal Executive Offices.
4250 Buckingham Drive, Suite 100
Colorado Springs, Colorado 80907

Item 2(a). Name of Person Filing.
Crestview Capital Master, LLC

Item 2(b). Address of Principal Business Office, or if none, Residence.
95 Revere Drive, Suite A
Northbrook, Illinois 60062

Item 2(c). Citizenship.
Delaware

Item 2(d). Title of Class of Securities.

Common Stock, \$0.01 par value (“Common Stock”)

Item 2(e). **CUSIP Number.**
829204106

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

The information contained in Items 5 through 11 on the cover pages hereto is incorporated herein by reference. On December 30, 2005, the Reporting Person purchased 24,687,500 shares of Common Stock from the Issuer in a private placement. Crestview Capital Partners, LLC controls Crestview Capital Master, LLC. The power to vote or dispose of the shares beneficially owned by Crestview Capital Master, LLC is shared by Stewart Flink, Robert Hoyt and Daniel Warsh, each of whom disclaim beneficial ownership of the shares of Common Stock beneficially owned by Crestview Capital Master, LLC. For purposes of this statement, the Reporting Person is reporting that:

- (i) The aggregate amount of Common Stock beneficially owned by the Reporting Person is 24,687,500 shares.
- (ii) The aggregate percentage of the Common Stock beneficially owned by the Reporting Person is approximately 16.83%.
- (iii) The aggregate number of shares of Common Stock which the Reporting Person has sole power to vote or direct the vote of is 24,687,500.
- (iv) The aggregate number of shares of Common Stock which the Reporting Person has sole power to dispose or to direct the disposition of is 24,687,500.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction which could have that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 4, 2006
CRESTVIEW CAPITAL MASTER, LLC

By: /s/ Daniel Warsh

Name: Daniel Warsh
Title: Managing Member