

TALON INTERNATIONAL, INC.
 Form 4
 July 17, 2013

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 *
 CVC CALIFORNIA LLC

2. Issuer Name and Ticker or Trading Symbol
 TALON INTERNATIONAL, INC.
 [TALN.OB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 525 OKEECHOBEE BLVD., SUITE 1050
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/12/2013

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ___X___ Other (specify below)
 See Remarks

WEST PALM BEACH, FL 33401

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,750,000	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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series B Convertible Preferred Stock	\$ 0	07/12/2013		D	407,160	(2)	(2)	Common Stock	40,716,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CVC CALIFORNIA LLC 525 OKEECHOBEE BLVD. SUITE 1050 WEST PALM BEACH, FL 33401				See Remarks
ComVest Capital, LLC 525 OKEECHOBEE BLVD. SUITE 1050 WEST PALM BEACH, FL 33401				See Remarks
COMVEST CAPITAL MANAGEMENT LLC 525 OKEECHOBEE BLVD. SUITE 1050 WEST PALM BEACH, FL 33401				See Remarks
PRIDDY ROBERT L 525 OKEECHOBEE BLVD. SUITE 1050 WEST PALM BEACH, FL 33401				See Remarks
FALK MICHAEL 525 OKEECHOBEE BLVD. SUITE 1050 WEST PALM BEACH, FL 33401				See Remarks

Signatures

CVC CALIFORNIA, LLC, /s/ Cecilio M. Rodriguez, Chief Financial Officer	07/17/2013
**Signature of Reporting Person	Date
COMVEST CAPITAL, LLC, /s/ Cecilio M. Rodriguez, Chief Financial Officer	07/17/2013
**Signature of Reporting Person	Date
	07/17/2013

COMVEST CAPITAL MANAGEMENT LLC, /s/ Cecilio M. Rodriguez, Chief Financial Officer

	**Signature of Reporting Person	Date
/s/ Robert L. Priddy, Individually		07/17/2013
	**Signature of Reporting Person	Date
/s/ Michael S. Falk, Individually		07/17/2013
	**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).
Prior to the transaction reported, the securities reported were directly beneficially owned by CVC California, LLC, a Delaware limited liability company (the "Reporting Person"). ComVest Capital, LLC ("Capital") indirectly beneficially owned each of the derivative securities listed herein by virtue of the fact that Capital is the sole member and the managing member of the Reporting Person. ComVest
(1) Capital Management LLC ("Management") indirectly beneficially owned each of the derivative securities listed herein by virtue of the fact that Management is the managing member of Capital. Michael S. Falk and Robert L. Priddy may be deemed to have indirectly beneficially owned the securities by virtue of the fact that they are co-managing members of Management. Messrs. Falk and Priddy disclaimed beneficial interest in such securities other than that portion which corresponds with their membership interest in Management.
(2) Each share of Series B Convertible Preferred Stock was immediately convertible into 100 shares of common stock of the issuer. The Series B Convertible Preferred Stock had no expiration date.

Remarks:

After given effect to the transaction reported, Reporting Persons are no longer 10% owners.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.