

PRIDDY ROBERT L
Form 4
August 25, 2009

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 *
Bluefin Capital LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2008

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

ONE NORTH CLEMATIS STREET, SUITE 300

(Street)

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

WEST PALM BEACH, FL 33401

(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 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

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Common Stock									
Warrant (right to buy)	\$ 0.75	03/31/2008	J ⁽¹⁾		2,100,000	11/19/2007	06/27/2012	Common Stock	2,100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bluefin Capital LLC ONE NORTH CLEMATIS STREET SUITE 300 WEST PALM BEACH, FL 33401		X		
ComVest Capital, LLC ONE NORTH CLEMATIS STREET SUITE 300 WEST PALM BEACH, FL 33401		X		
COMVEST CAPITAL MANAGEMENT LLC ONE NORTH CLEMATIS STREET SUITE 300 WEST PALM BEACH, FL 33401		X		
FALK MICHAEL ONE NORTH CLEMATIS STREET SUITE 300 WEST PALM BEACH, FL 33401		X		
PRIDY ROBERT L 9955 AIRTRAN BLVD. ORLANDO, FL 32827		X		

Signatures

Bluefin Capital, LLC By: ComVest Capital, LLC, its managing member By: /s/ Cecilio M. Rodriguez	08/24/2009
**Signature of Reporting Person	Date
ComVest Capital, LLC By: ComVest Capital Management LLC, its managing member By: /s/ Cecilio M. Rodriguez	08/24/2009
**Signature of Reporting Person	Date
ComVest Capital Management LLC By: /s/ Cecilio M. Rodriguez	08/24/2009

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	__Signature of Reporting Person	Date
/s/ Michael S. Falk, individually		08/24/2009
	__Signature of Reporting Person	Date
/s/ Robert L. Priddy, individually		08/24/2009
	__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) The warrants were redeemed by the Issuer in connection with an amendment to a loan agreement between the Issuer and the Reporting Person for a redemption price of \$1,000,000, which is payable pursuant to a promissory note of the Issuer due on June 30, 2010.

The Reporting Person is a Delaware limited liability company. The managing member of the Reporting Person is ComVest Capital, LLC ("ComVest"), a Delaware limited liability company, the managing member of which is ComVest Capital Management, LLC ("Management"). Michael Falk and Robert Priddy are the Managing Members of Management. ComVest, Management, Mr. Falk and Mr. Priddy, all of whom maintain offices at the same address as the Reporting Person, are filing this Form 4 jointly with the Reporting Person.
- (2) As of the date hereof, the Reporting Person directly beneficially owns 1,750,000 securities of the Issuer. ComVest, as managing member of the Reporting Person, indirectly beneficially owns such securities. Management, as managing member of ComVest, may be deemed to indirectly beneficially own such securities. (Continued in Footnote 3)
- (3) Mr. Falk and Mr. Priddy by virtue of their status as Co-Managing Members of Management, may be deemed to have indirect beneficial ownership of the securities owned by the Reporting Person. However, Mr. Falk and Mr. Priddy disclaim any beneficial ownership of such securities, and the filing of this Form 4 shall not be deemed an admission that Mr. Falk or Mr. Priddy are, for purposes of Section 16 of the Securities Exchange Act or otherwise, the beneficial owners of any securities covered by this Form 4.

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.