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WARP TECHNOLOGY HOLDINGS INC

Form 5

August 16, 2005

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer ISIS Acquisition Partners II LLC Symbol WARP TECHNOLOGY (Check all applicable) **HOLDINGS INC [WARP]** (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X__ 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 06/30/2005 C/O WARP TECHNOLOGY HOLDINGS, INC., Â 151 RAILROAD AVE. 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) GREENWICH, CTÂ 06830 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1. Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (D) or (Instr. 3) Disposed of (D) Beneficially Beneficial Code (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A)

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

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or

Amount (D) Price

Fiscal Year

(Instr. 3 and 4)

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

(9-02)

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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)	Derivative Securities Acquired (A Disposed or	Derivative E Securities (N Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl	
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	(2)	Series C Preferred Stock	2	
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	(2)	Warrants to acquire common stock (right to buy)	2	
Series C Convertible Preferred Stock	\$ 1	04/01/2005	Â	C4	287,795	Â	(1)	03/31/2008	Common Stock	2	
Warrants to acquire common stock (right to buy)	\$ 1.25	04/01/2005	Â	C4	287,795	Â	(1)	03/31/2010	Common Stock	2	

Reporting Owners

Reporting Owner Name / Address	Relationships					
and the state of t	Director	10% Owner	Officer	Other		
ISIS Acquisition Partners II LLC C/O WARP TECHNOLOGY HOLDINGS, INC. 151 RAILROAD AVE. GREENWICH, CT 06830	Â	ÂX	Â	Â		

Signatures

By ISIS Capital Management, LLC Its Managing Member, By Ernest C Mysogland, Its Managing Member

08/16/2005

**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) Immediate

Reporting Owners 2

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- (2) No expiration date
- The reported securities are included within a unit purchased by the reporting person for \$284,945. The unit consisted of a promissory note, convertible, after inclusion of interest, into 287,795 shares of Series C Convertible Preferred Stock and a warrant to acquire 287,795.
- (3) note, convertible, after inclusion of interest, into 287,795 shares of Series C Convertible Preferred Stock and a warrant to acquire 287,795 shares of common stock.
- (4) The reporting person converted Series C Convertible Notes, on April 1, 2005, into shares of Series C Convertible Preferred Stock and warrants to acquire common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.