

WARP TECHNOLOGY HOLDINGS INC
 Form 5
 August 16, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 ISIS Acquisition Partners II LLC

2. Issuer Name and Ticker or Trading Symbol
 WARP TECHNOLOGY HOLDINGS INC [WARP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 06/30/2005

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

C/O WARP TECHNOLOGY HOLDINGS, INC., 151 RAILROAD AVE.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

GREENWICH, CT 06830

Form Filed by One Reporting Person
 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2005	^	C4	(A) or (D) Price	131,250 (1) (5) \$ (2) 389,114	D	^
Common Stock	01/31/2005	^	C4	(A) or (D) Price	64,635 (1) (5) \$ (2) 389,114	D	^
Common Stock	01/31/2005	^	C4	(A) or (D) Price	193,229 (1) (5) \$ (2) 389,114	D	^

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Common Stock Â Â 3 Â Â Â D Â

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable	Expiration Date	Title
Series B-2 Convertible Preferred Stock	\$ 5 ⁽⁵⁾	08/04/2004	Â	P4	250 Â	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock
Series B-2 Convertible Preferred Stock	\$ 5 ⁽⁵⁾	09/30/2004	Â	P4	125 Â	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock
Series B-2 Convertible Preferred Stock	\$ 5 ⁽⁵⁾	10/13/2004	Â	P4	375 Â	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	08/04/2004	Â	P4	250 Â	Â ⁽³⁾	08/04/2009	Series B-2 Convertible Preferred Stock
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	09/30/2004	Â	P4	125 Â	Â ⁽³⁾	09/30/2009	Series B-2 Convertible Preferred Stock
Warrant to acquire Series B-2 Preferred Stock	\$ 1,000	10/13/2004	Â	P4	375 Â	Â ⁽³⁾	10/13/2009	Series B Convertible Preferred

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Preferred Stock (Right to buy)										Stock
Series B-2 Convertible Preferred Stock	\$ 2 ⁽⁵⁾ ⁽⁹⁾	01/31/2005	Â	C4	Â	250	Â ⁽³⁾	Â ⁽⁴⁾		Common Stock
Series B-2 Convertible Preferred Stock	\$ 2 ⁽⁵⁾ ⁽⁹⁾	01/31/2005	Â	C4	Â	125	Â ⁽³⁾	Â ⁽⁴⁾		Common Stock
Series B-2 Convertible Preferred Stock	\$ 2 ⁽⁵⁾ ⁽⁹⁾	01/31/2005	Â	C4	Â	375	Â ⁽³⁾	Â ⁽⁴⁾		Common Stock
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	01/31/2005	Â	C4	Â	250	Â ⁽³⁾	08/04/2009		Series B-2 Preferred Stock
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	01/31/2005	Â	C4	Â	125	Â ⁽³⁾	09/30/2009		Series B-2 Convertible Preferred Stock
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	01/31/2005	Â	C4	Â	375	Â ⁽³⁾	10/13/2009		Series B-2 Convertible Preferred Stock
Warrant to acquire common stock (Right to buy)	\$ 1	01/31/2005	Â	C4	125,000 ⁽⁵⁾	Â	04/04/2005	08/04/2009		Common Stock
Warrant to acquire common stock (Right to buy)	\$ 1	01/31/2005	Â	C4	62,500 ⁽⁵⁾	Â	04/04/2005	09/30/2009		Common Stock

Warrant to acquire common stock (right to buy)	\$ 1	01/31/2005	Â	C4	187,500 (5)	Â	04/04/2005	10/13/2009	Common Stock
Series C Convertible Note	\$ 1	01/31/2005	Â	P4	1	Â	04/01/2005	Â (4)	Series C Convertible Preferred Stock
Series C Convertible Note	\$ 1	01/31/2005	Â	P4	1	Â	04/01/2005	Â (4)	Warrants to acquire common stock (right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISIS Acquisition Partners II LLC C/O WARP TECHNOLOGY HOLDINGS, INC. 151 RAILROAD AVE. GREENWICH, CT 06830	Â	Â X	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) Includes shares received as stock dividends payable on Series B-2 Preferred Stock.
- (2) The reporting person converted shares of Series B-2 Convertible Preferred Stock, on January 31, 2005, at a conversion ratio of 500 shares of common stock per share of Series B-2 Stock.
- (3) Immediate
- (4) No expiration date
- (5) As adjusted for the 1:100 reverse stock split
- (6) The reported securities are included within units purchased by the reporting person for \$1,000 per unit. Each unit consisted of one share of Series B-2 Convertible Preferred Stock and a warrant to purchase one share of Series B-2 Preferred Stock.
- (7) Received upon conversion of warrant to purchase shares to Series B-2 Preferred Stock.
- (8) 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 shares of common stock.
- (9) As further adjusted on January 31, 2005, as a result of anti-dilution provisions of the Series B-2 Convertible Preferred Stock.

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(10) The reporting person incorrectly reported holdings of 389,444 on Form 3. The actual holdings were 389,114.

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