

Howitt David Marc
Form 4
January 19, 2006

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 *
Howitt David Marc

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)
2836 SW PERIANDER STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2006

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

PORTLAND, OR 97201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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)	Price		
				Code	V	Amount	

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Convertible Promissory Note	\$ 1.25	01/11/2006	P	350,000		(1)	(2)	Series E Preferred Stock	(3)
Convertible Promissory Note	\$ 1.25	01/11/2006	P	350,000		(1)	(2)	Warrants to acquire Common Stock (right to buy)	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howitt David Marc 2836 SW PERIANDER STREET PORTLAND, OR 97201		X		

Signatures

Ernest C Mysogland as
Attorney-in-fact
Date: 01/19/2006

__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) Automatic conversion will occur upon the effectiveness of the filing of the Certificate of Designations, Preferences and Rights pertaining to the Company's Series E Preferred Stock.
 - (2) If the Certificate of Designations, Preferences and Rights pertaining to the Company's Series E Preferred Stock is not filed by February 10, 2006, the holders may demand that the Company repay the principal amount of the Note plus accrued interest.
The Convertible Promissory Note is automatically convertible into (i) such number of fully paid and non-assessable shares of the Company's Series E Preferred Stock equal to the aggregate outstanding principal amount due under the Notes plus the amount of all accrued but unpaid interest under the Notes divided by \$1.25, and (ii) warrants to purchase a number of shares of the Company's Common Stock equal to 40% of such number of shares of Series E Stock issued to the holder. The exact number of shares and warrants into which the Note is convertible cannot be determined at this time because the amount of interest that will accrue prior to the date of conversion is not known.
 - (3)

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.