

WARP TECHNOLOGY HOLDINGS INC

Form 5

August 16, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
ISIS Acquisition Partners II LLC

(Last) (First) (Middle)

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

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolWARP TECHNOLOGY
HOLDINGS INC [WARP]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
06/30/20055. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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) (A) or Amount (D) Price	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)
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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 2270
(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 Am Underlying Sec (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	Â ⁽²⁾	Series C Preferred Stock	2
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	Â ⁽²⁾	Warrants to acquire common stock (right to buy)	2
Series C Convertible Preferred Stock	\$ 1	04/01/2005	Â	C4	287,795	Â	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	Â ⁽¹⁾	03/31/2010	Common Stock	2

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,Â CTÂ 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) Immediate

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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

(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.