

WARP TECHNOLOGY HOLDINGS INC  
 Form 3  
 April 14, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |   |
| Â ISIS Acquisition Partners II LLC        |         | (Month/Day/Year)                     | WARP TECHNOLOGY HOLDINGS INC [WARP]                                    |   |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       |   |
| C/O WARP,Â 151 RAILROAD AVE.              |         |                                      | (Check all applicable)   |   |
| (Street)                                  |         |                                      | ___ Director   | <input checked="" type="checkbox"/> 10% Owner |
| GREENWICH,Â CTÂ 06830                     |         |                                      | ___ Officer  | ___ Other                                     |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)                                     |   |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |   |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |   |
|   |         |                                      | ___ Form filed by More than One Reporting Person                       |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 389,444  | D   | Â  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: WARP TECHNOLOGY HOLDINGS INC - Form 3

|                            | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| B-2 Investor Warrants      | 04/04/2005       | 08/04/2009      | Common Stock | 125,000                    | \$ 1     | D                                     | Â |
| B-2 Investor Warrants      | 04/04/2005       | 09/30/2009      | Common Stock | 250,000                    | \$ 1     | D                                     | Â |
| Series C Investor Warrants | Â (1)            | 03/31/2010      | Common Stock | 287,795                    | \$ 1.25  | D                                     | Â |
| Series C Preferred Stock   | Â (1)            | 03/31/2008      | Common Stock | 287,795                    | \$ 1     | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ISIS Acquisition Partners II LLC<br>C/O WARP<br>151 RAILROAD AVE.<br>GREENWICH, CT 06830 | Â             | Â X       | Â       | Â     |

## Signatures

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

04/14/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Exercisable after more than 60 days notice.

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.