

WARP TECHNOLOGY HOLDINGS INC
 Form 3
 April 14, 2005

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

OMB APPROVAL

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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 and 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 (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (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)

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

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

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.