

Mysogland Ernest C
Form 3
April 11, 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 *

Â Mysogland Ernest C

(Last) (First) (Middle)

258 OLD SPRING ROAD

(Street)

FAIRFIELD,Â CTÂ 06824

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/04/2004

3. Issuer Name **and** Ticker or Trading Symbol

WARP TECHNOLOGY HOLDINGS INC [WARP]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner

___X___ Officer ___ Other

(give title below) (specify below)

Chief Legal Officer

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

___X___ 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

I

By ISIS Acquisition Partners II
LLC

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
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
B-2 Investor Warrants	04/04/2005	08/04/2009	Common Stock	125,000	\$ 1	I	By ISIS Acquisition Partners II LLC
B-2 Investor Warrants	04/04/2005	09/30/2009	Common Stock	250,000	\$ 1	I	By ISIS Acquisition Partners II LLC
Series C Investor Warrants	Â <u>(1)</u>	03/31/2010	Common Stock	287,795	\$ 1.25	I	By ISIS Acquisition Partners II LLC
Series C Investor Warrants	Â <u>(1)</u>	03/31/2010	Common Stock	240,553	\$ 1.25	I	By ISIS Acquisition Partners LLC
Series C Investor Warrants	Â <u>(1)</u>	03/31/2010	Common Stock	1,284,913	\$ 1.25	I	By ISIS Capital Management, LLC
Options	Â <u>(2)</u>	08/04/2014	Common Stock	50,228	\$ 6.75	D	Â
Options	Â <u>(2)</u>	08/04/2014	Common Stock	200,914	\$ 6.75	I	By ISIS Capital Management, LLC
Series C Preferred Stock	Â <u>(1)</u>	03/31/2008	Common Stock	287,795	\$ 1	I	By ISIS Acquisition Partners II LLC
Series C Preferred Stock	Â <u>(1)</u>	03/31/2008	Common Stock	240,553	\$ 1	I	By ISIS Acquisition Partners LLC
Series C Preferred Stock	Â <u>(1)</u>	03/31/2008	Common Stock	1,284,913	\$ 1	I	By ISIS Capital Management, LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mysogland Ernest C 258 OLD SPRING ROAD FAIRFIELD,Â CTÂ 06824	Â	Â X	Â Chief Legal Officer	Â

Signatures

Ernest C.
Mysogland

04/11/2005

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__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 day notice.
- (2) Subject to vesting, more than 60 days.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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