

ISIS CAPITAL MANAGEMENT LLC

Form 5

August 16, 2005

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

(Last) (First) (Middle)

151 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
WARP TECHNOLOGY  
HOLDINGS INC [WARP]3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
06/30/20054. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and A Underlying S (Instr. 3 and 4)
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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	Â <u>(2)</u>	Series C Preferred Stock
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	Â <u>(2)</u>	Warrants to acquire common stock (right to buy)
Series C Convertible Preferred Stock	\$ 1	04/01/2005	Â	C4	287,795	Â	Â <u>(1)</u>	03/31/2008	Common Stock
Warrants to acquire common stock (right to buy)	\$ 1.25	04/01/2005	Â	C4	287,795	Â	Â <u>(1)</u>	03/31/2010	Common Stock
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	Â <u>(2)</u>	Series C Preferred Stock
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	Â <u>(2)</u>	Warrants to Acquire Common Stock (Right to buy)
Series C Convertible Preferred Stock	\$ 1	04/01/2005	Â	C4	240,553	Â	Â <u>(1)</u>	03/31/2008	Common Stock
Warrants to acquire common stock (right to buy)	\$ 1.25	04/01/2005	Â	C4	240,553	Â	Â <u>(1)</u>	03/31/2010	Common Stock
Series C Convertible	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	Â <u>(2)</u>	Series C Preferred

Note										Stock
Series C Convertible Note	\$ 1	04/01/2005	Â	C4	Â	1	04/01/2005	Â <sup>(2)</sup>		Warrants to Acquire Common stock (right to buy)
Series C Convertible Preferred Stock	\$ 1	04/01/2005	Â	C4	1,284,913	Â	Â <sup>(1)</sup>	03/31/2008		Common Stock
Warrants to acquire common stock (right to buy)	\$ 1.25	04/01/2005	Â	C4	1,284,913	Â	Â <sup>(1)</sup>	03/31/2005		Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISIS CAPITAL MANAGEMENT LLC 151 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â

## Signatures

ISIS Capital Management, LLC, 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

(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 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.

The reported securities are included within a unit purchased by the reporting person for \$238,174. The unit consisted of a promissory note, convertible, after inclusion of interest, into 240,553 shares of Series C Convertible Preferred Stock and a warrant to acquire 240,553 shares of common stock.

(6) 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.

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- The reported securities are included within a unit purchased by the reporting person for \$1,272,191. The unit consisted of a promissory
- (7) note, convertible, after inclusion of interest, into 1,284,912 shares of Series C Convertible Preferred Stock and a warrant to acquire 1,284,913 shares of common stock.
  - (8) 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.