

Bienvenu Rodney A
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
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1. Name and Address of Reporting Person *
Bienvenu Rodney A

(Last) (First) (Middle)

11 RIVER ROAD, UNIT 109

(Street)

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

WARP TECHNOLOGY
HOLDINGS INC [WARP]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
06/30/2005

4. 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)

Chief Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

COS COB,Â CTÂ 06807

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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)	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)
Common Stock	01/31/2005	Â	C4	131,250 (1) (5)	A \$ (2) 389,114	I	By ISIS Acquisition Partners II LLC
Common Stock	01/31/2005	Â	C4	64,635 (1) (5)	A \$ (2) 389,114	I	By ISIS Acquisition Partners II LLC

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Common Stock	01/31/2005	Â	C4	193,229 (1) (5)	A	\$ (2)	389,114	I	By ISIS Acquisition Partners II LLC
Common Stock	Â	Â	3	Â	Â	Â	Â	I	By ISIS Acquisition Partners II LLC

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

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(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 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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Series B-2 Convertible Preferred Stock	\$ 5 (5)	08/04/2004	Â	P4	250	Â Â (3) Â (4)	Common Stock
Series B-2 Convertible Preferred Stock	\$ 5 (5)	09/30/2004	Â	P4	125	Â Â (3) Â (4)	Common Stock
Series B-2 Convertible Preferred Stock	\$ 5 (5)	10/13/2004	Â	P4	375	Â Â (3) Â (4)	Common Stock
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	08/04/2004	Â	P4	250	Â Â (3) 08/04/2009	Series B-2 Convertible Preferred Stock
Warrant to acquire Series B-2 Preferred	\$ 1,000	09/30/2004	Â	P4	125	Â Â (3) 09/30/2009	Series B-2 Convertible Preferred Stock

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Stock (Right to buy)										
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	10/13/2004	Â	P4	375	Â	Â ⁽³⁾	10/13/2009	Series B Convertible Preferred Stock	
Series B-2 Convertible Preferred Stock	\$ 2 ⁽⁵⁾ ⁽¹¹⁾	01/31/2005	Â	C4	Â	250	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock	
Series B-2 Convertible Preferred Stock	\$ 2 ⁽⁵⁾ ⁽¹¹⁾	01/31/2005	Â	C4	Â	125	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock	
Series B-2 Convertible Preferred Stock	\$ 2 ⁽⁵⁾ ⁽¹¹⁾	01/31/2005	Â	C4	Â	375	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock	
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	01/31/2005	Â	C4	Â	250	Â ⁽³⁾	08/04/2009	Series B-2 Preferred Stock	
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	01/31/2005	Â	C4	Â	125	Â ⁽³⁾	09/30/2009	Series B-2 Convertible Preferred Stock	
Warrant to acquire Series B-2 Preferred Stock (Right to buy)	\$ 1,000	01/31/2005	Â	C4	Â	375	Â ⁽³⁾	10/13/2009	Series B-2 Convertible Preferred Stock	
Warrant to acquire common stock (Right	\$ 1	01/31/2005	Â	C4	125,000 ⁽⁵⁾	Â	04/04/2005	08/04/2009	Common Stock	

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to buy)

Warrant to
acquire
common
stock (Right
to buy)

\$ 1	01/31/2005	Â	C4	62,500 (5)	Â	04/04/2005	09/30/2009	Common Stock
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Warrant to
acquire
common
stock (right
to buy)

\$ 1	01/31/2005	Â	C4	187,500 (5)	Â	04/04/2005	10/13/2009	Common Stock
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Series C
Convertible
Note

\$ 1	01/31/2005	Â	P4	1	Â	04/01/2005	Â (4)	Series C Convertible Preferred Stock
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Series C
Convertible
Note

\$ 1	01/31/2005	Â	P4	1	Â	04/01/2005	Â (4)	Warrants to acquire common stock (right to buy)
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Series C
Convertible
Note

\$ 1	01/31/2005	Â	P4	1	Â	04/01/2005	Â (4)	Series C Convertible Preferred Stock
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Series C
Convertible
Note

\$ 1	01/31/2005	Â	P4	1	Â	04/01/2005	Â (4)	Warrants to acquire common stock (right to buy)
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Series C
Convertible
Note

\$ 1	01/31/2005	Â	P4	1	Â	04/01/2005	Â (4)	Series C Convertible Preferred Stock (10)
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Series C
Convertible
Note

\$ 1	01/31/2005	Â	P4	1	Â	04/01/2005	Â (4)	Warrants to acquire common stock (right to buy)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bienvenu Rodney A 11 RIVER ROAD, UNIT 109	Â X	Â X	Â Chief Executive Officer	Â

COS COB,Â CTÂ 06807

Signatures

Rodney A
Bienvenu

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) Includes shares received as stock dividends payable on Series B-2 Preferred Stock.
- (2) The reporting person converted shares of Series B-2 Convertible Preferred Stock, on January 31, 2005, at a conversion ratio of 500 shares of common stock per share of Series B-2 Stock.
- (3) Immediate
- (4) No expiration date
- (5) As adjusted for the 1:100 reverse stock split
- (6) The reported securities are included within units purchased by the reporting person for \$1,000 per unit. Each unit consisted of one share of Series B-2 Convertible Preferred Stock and a warrant to purchase one share of Series B-2 Preferred Stock.
- (7) Received upon conversion of warrant to purchase shares to Series B-2 Preferred Stock.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) As further adjusted on January 31, 2005, as a result of anti-dilution provisions of the Series B-2 Convertible Preferred Stock.
- (12) The reporting person incorrectly reported holdings of 389,444 on Form 3. The actual holdings were 389,114.

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.