

Mysogland Ernest C
 Form 3
 April 11, 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 * ^ Mysogland Ernest C (Last) (First) (Middle) 258 OLD SPRING ROAD (Street) FAIRFIELD, ^ CT ^ 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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)

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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) 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 (1)	03/31/2010	Common Stock 287,795	\$ 1.25		I	By ISIS Acquisition Partners II LLC
Series C Investor Warrants	Â (1)	03/31/2010	Common Stock 240,553	\$ 1.25		I	By ISIS Acquisition Partners LLC
Series C Investor Warrants	Â (1)	03/31/2010	Common Stock 1,284,913	\$ 1.25		I	By ISIS Capital Management, LLC
Options	Â (2)	08/04/2014	Common Stock 50,228	\$ 6.75		D	Â
Options	Â (2)	08/04/2014	Common Stock 200,914	\$ 6.75		I	By ISIS Capital Management, LLC
Series C Preferred Stock	Â (1)	03/31/2008	Common Stock 287,795	\$ 1		I	By ISIS Acquisition Partners II LLC
Series C Preferred Stock	Â (1)	03/31/2008	Common Stock 240,553	\$ 1		I	By ISIS Acquisition Partners LLC
Series C Preferred Stock	Â (1)	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, CT 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. 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.