

Bienvenu Rodney A
 Form 5
 August 16, 2005

FORM 5

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

OMB APPROVAL
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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

1. Name and Address of Reporting Person * Bienvenu Rodney A
 2. Issuer Name and Ticker or Trading Symbol WARP TECHNOLOGY HOLDINGS INC [WARP]
 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 06/30/2005
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

11 RIVER ROAD, UNIT 109
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 6. Individual or Joint/Group Reporting (check applicable line)

COS COB, CT 06807
 (City) (State) (Zip)

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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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 Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | | | Disposed of (D) (Instr. 3, 4, and 5) | | | | Title |
|---|---------------------|------------|---|----|---|-----|------------------|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| 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 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 | 1,284,913 | 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 | 1,284,913 | Â | Â <u>(1)</u> | 03/31/2005 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bienvenu Rodney A 11 RIVER ROAD, UNIT 109 COS COB,Â CTÂ 06807 | Â X | Â X | Â Chief Executive Officer | Â |

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) Immediate

(2) No expiration date

(3) 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.

(5) 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.