

Bienvenu Rodney A
 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Bienvenu Rodney A		(Month/Day/Year)	WARP TECHNOLOGY HOLDINGS INC [WARP]	
(Last)	(First)	(Middle)	08/04/2004	
11 RIVER ROAD UNIT 109			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
COS COB,Â CTÂ 06807			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Executive Officer	
				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

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)	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>	03/31/2005	Common Stock	240,553	\$ 1.25	I	By ISIS Acquisition Partners LLC
Series C Investor Warrants	Â <u>(1)</u>	03/31/2005	Common Stock	1,284,913	\$ 1.25	I	By ISIS Capital Management, LLC
Options	Â <u>(2)</u>	08/04/2014	Common Stock	150,686	\$ 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
Bienvenu Rodney A 11 RIVER ROAD UNIT 109 COS COB, Â CT Â 06807	Â X	Â X	Â Chief Executive Officer	Â

Signatures

Rodney A
Bienvenu, Jr. 04/11/2005

Date

Signature of
Reporting Person

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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