

WARP TECHNOLOGY HOLDINGS INC  
Form 8-K  
February 01, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 31, 2005

WARP TECHNOLOGY HOLDINGS, INC.  
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(Exact Name of Registrant as Specified in Charter)

|                             |                       |  |
|-----------------------------|-----------------------|--|
| Nevada                      | 000-33197             | 88-0467845                                       |
| -----                       | -----                 | -----  |
| (State of<br>Incorporation) | (Commission File No.) | (I.R.S.<br>Employer<br>Identification<br>Number) |

151 Railroad Avenue, Greenwich, Connecticut 06830

(Address of Principal Executive Offices)

(203) 422-2950

(Registrant's Telephone Number, including area code)

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND  
EXHIBITS.

c) Exhibits.

|                |               |
|----------------|---------------|
| Exhibit Number | Exhibit       |
| -----          | -----         |
| 99.01          | Press Release |

ITEM 7. REGULATION FD DISCLOSURE.

Warp Technology Holdings, Inc. has issued the press release that is attached hereto as, and is hereby incorporated by this reference from, Exhibit 99.01. The information in this Report on Form 8-K, including the exhibit hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information

contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by Warp Technology Holdings, Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filings.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WARP TECHNOLOGY HOLDINGS, INC.

Dated: January 31, 2005

By: /s/ Ernest C. Mysogland

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Name: Ernest C. Mysogland  
Title: Executive Vice President,  
Chief Legal Officer and Secretary

EXHIBIT INDEX

EXHIBIT NUMBER DESCRIPTION

99.01 Press Release dated January 31, 2005.