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Boehmer John A Form 4									
October 25, 2005									APPROVAL
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average urs per 0.5
obligations may continue. See Instruction 1(b).	Section 17(a) of the I	Public U	tility Hol	ding Cor		nge Act of 1934 of 1935 or Secti 1940		
(Print or Type Respo	nses)								
1. Name and Address of Reporting Person <u>*</u> Boehmer John 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. Date of Earliest Transaction (Month/Day/Year) 10/21/2005			X_ Director 10% Owner Officer (give title Other (specify below) below)			
WESTPORT, C		Filed(Month/Day/Year) Applic _X_F			Applicable Line) _X_ Form filed by	ndividual or Joint/Group Filing(Check olicable Line) _ Form filed by One Reporting Person Form filed by More than One Reporting			
	(State)	(Zip)				a	Person		
1.Title of 2. Tr	ansaction Date	-	ed Date, if	le I - Non-J 3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Report or	n a separate line	o for each cla	ass of sect	urities bene	Perso inforn requir	ns who rest nation cont ed to resp sys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) (Ir		(Instr. 8)	, ,	(Instr. 3, 4,			
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 1.08	10/21/2005 <u>(1)</u>		А	45,000	(2)	10/21/2015	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Boehmer John A 11 CRAWFORD ROAD WESTPORT, CT 06880	Х							
Signatures								
Ernest C Mysogland as Attorney-in-fact		10/25/20	005					
**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).

The option grant was approved by the Compensation Committee of Warp Technology Holdings Inc.'s Board of Directors on September(1) 13, 2005, subject to shareholder approval of the stock option plan under which the option was granted. The plan was approved by the shareholders on October 21, 2005.

(2) 25% vests on December 31, 2005; remaining 75% vests ratably each month for the next 36 months.

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.