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WARP 9, INC.
Form 10-Q
February 13, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For quarterly period ended December 31, 2014

or

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition period from _____ to _____

Commission File Number: 0-13215

WARP 9, INC.

(Exact name of registrant as specified in its charter)

NEVADA

30-0050402

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

1933 CLIFF DRIVE, SUITE 11, SANTA BARBARA, CA 93109

(Address of principal executive offices) (Zip Code)

(805) 964-3313

Registrant's telephone number, including area code

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the proceeding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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 Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One).

 Large accelerated filer Accelerated filer

 Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

 Yes

No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of February 13, 2015, the number of shares outstanding of the registrant's class of common stock was 105,790,195.

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PART I. - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

| | | December 31, 2014 |
|---|----|-------------------|
| | | (unaudited) |
| WARP 9, INC. AND SUBSIDIARY CONSOLIDATED BALANCE SHEETS (Unaudited) | | |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash | \$ | 41,548 |
| Accounts Receivable, net | | 42,235 |
| Prepaid and Other Current Assets | | 2,421 |
| TOTAL CURRENT ASSETS | | 86,204 |
| PROPERTY & EQUIPMENT, at cost | | |
| Furniture, Fixtures & Equipment | | 10,533 |
| Computer Equipment | | 26,337 |
| Computer Software | | 1,904 |
| | | 38,774 |
| Less accumulated depreciation | | (26,307) |
| NET PROPERTY AND EQUIPMENT | | 12,467 |
| OTHER ASSETS | | |
| Lease Deposit | | 5,955 |
| TOTAL OTHER ASSETS | | 5,955 |

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| | | | | |
|--|--|----|-------------|-------|
| TOTAL ASSETS | | \$ | 104,626 | ===== |
| LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT) | | | | |
| CURRENT LIABILITIES | | | | |
| Accounts Payable | | \$ | 64,805 | |
| Accrued Expenses | | | 80,275 | |
| Accrued Interest | | | - | |
| Deferred Income | | | 1,450 | |
| Convertible Notes Payable, current, net | | | 310,843 | |
| Derivative Liability | | | 1,608,677 | |
| Note Payable, Other | | | - | |
| Customer Deposit | | | 4,848 | |
| TOTAL CURRENT LIABILITIES | | | 2,070,898 | ----- |
| LONG TERM LIABILITIES | | | | |
| Convertible Notes Payable, net | | | 62,847 | |
| Accrued Expenses, long term | | | 220,053 | |
| TOTAL LONG TERM LIABILITIES | | | 282,900 | ----- |
| TOTAL LIABILITIES | | | 2,353,798 | ----- |
| SHAREHOLDERS' EQUITY/(DEFICIT) | | | | |
| Preferred Stock, \$0.001 Par Value; 5,000,000 Authorized Shares; no shares issued and outstanding | | | - | |
| Common Stock, \$0.001 Par Value; 495,000,000 Authorized Shares; 105,790,195 and 100,878,825 Shares Issued and Outstanding , respectively | | | 105,790 | |
| Additional Paid In Capital | | | 7,531,499 | |
| Accumulated Deficit | | | (9,886,461) | |
| TOTAL SHAREHOLDERS' EQUITY/(DEFICIT) | | | (2,249,172) | ----- |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT) | | \$ | 104,626 | ===== |

The accompanying notes are an integral part of these consolidated financial statements.

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WARP 9, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| | Three Months Ended | | |
|------------------|--------------------|-------------------|-------------------|
| | December 31, 2014 | December 31, 2013 | December 31, 2012 |
| | ----- | ----- | ----- |
| REVENUE | \$ 126,203 | \$ 376,179 | \$ 376,179 |
| COST OF SERVICES | 15,245 | 101,938 | 101,938 |

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| | | | |
|--|--------------|------------|----|
| GROSS PROFIT | 110,958 | 274,241 | |
| OPERATING EXPENSES | | | |
| Selling, general and administrative expenses | 305,270 | 248,258 | |
| Stock option expense | 5,692 | 5,825 | |
| Depreciation and amortization | 1,125 | 1,228 | |
| TOTAL OPERATING EXPENSES | 312,087 | 255,311 | |
| LOSS FROM OPERATIONS BEFORE OTHER INCOME AND TAXES | (201,129) | 18,930 | |
| OTHER INCOME/(EXPENSE) | | | |
| Other income | 300 | - | |
| Gain on sale of fixed assets | - | 9,358 | |
| Gain on extinguishment of debt | 6,945 | - | |
| Gain on changes in derivative liability | 145,632 | - | |
| Interest expense | (132,372) | (8,168) | |
| TOTAL OTHER INCOME (EXPENSE) | 20,505 | 1,190 | |
| EARNINGS/(LOSS) FROM OPERATIONS BEFORE PROVISION FOR TAXES | (180,624) | 20,120 | |
| PROVISION FOR INCOME TAXES | | | |
| Income taxes paid | - | - | |
| PROVISION FOR INCOME TAXES | - | - | |
| NET INCOME/(LOSS) | \$ (180,624) | \$ 20,120 | \$ |
| EARNINGS/(LOSS) PER SHARE | | | |
| BASIC | \$ (0.00) | \$ 0.00 | \$ |
| DILUTED | \$ (0.00) | \$ 0.00 | \$ |
| WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING | | | |
| BASIC | 105,790,195 | 96,135,126 | 1 |
| DILUTED | 105,790,195 | 96,135,126 | 2 |

The accompanying notes are an integral part of these consolidated financial statements.

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WARP 9, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY/(DEFICIT)
(Unaudited)

| | Preferred Stock Shares | Value | Common Stock Shares | Value | Additional Paid-in Capital |
|---|---------------------------|-------|------------------------|------------|----------------------------------|
| Balance, June 30, 2014 | - | \$ - | 100,878,825 | \$ 100,879 | \$ 7,466,090 |
| Stock compensation expense (unaudited) | - | - | - | - | 11,384 |
| Note conversions (unaudited) | - | - | 4,911,370 | 4,911 | 54,025 |
| Net Income (unaudited) | - | - | - | - | - |
| Balance, December 31, 2014 (unaudited) | - | \$ - | 105,790,195 | \$ 105,790 | \$ 7,531,499 |

The accompanying notes are an integral part of these consolidated financial statements.

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WARP 9, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

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| | Six Months Ended | |
|--|-------------------|-------------------|
| | December 31, 2014 | December 31, 2013 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income/(loss) | \$ 311,535 | \$ (117,822) |
| Adjustment to reconcile net loss to net cash (used) by operating activities | | |
| Depreciation and amortization | 2,274 | 40,424 |
| Bad debt expense | 8,588 | - |
| Cost of stock compensation recognized | 11,384 | 11,664 |
| Amortization of debt discount | 211,361 | 5,745 |
| Gain on sale of fixed assets | - | (9,778) |
| Gain on settlement of debt | (118,492) | - |
| Gain on change in derivative liability | (854,138) | - |
| Change in assets and liabilities: | | |
| (Increase) Decrease in: | | |
| Accounts receivable | 50,570 | (7,731) |
| Prepaid and other assets | 1,021 | (12,819) |
| Other assets | - | 5,000 |
| Increase in: | | |
| Accounts payable | (5,141) | 42,376 |
| Accrued expenses | 36,750 | 13,986 |
| Deferred income | (1,850) | - |
| Other liabilities | - | (1,131) |
| NET CASH (USED) IN OPERATING ACTIVITIES | (346,138) | (30,086) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of property and equipment | (2,355) | (3,162) |
| Proceeds from sale of fixed assets | - | 9,778 |
| NET CASH (USED)/PROVIDED IN INVESTING ACTIVITIES | (2,355) | 6,616 |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from issuance of notes payable | 340,000 | 35,000 |
| NET CASH PROVIDED IN FINANCING ACTIVITIES | 340,000 | 35,000 |
| NET INCREASE/(DECREASE) IN CASH | (8,493) | 11,530 |
| CASH, BEGINNING OF YEAR | 50,041 | 12,636 |
| CASH, END OF PERIOD | \$ 41,548 | \$ 24,166 |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION | | |
| Interest paid | \$ 44 | \$ - |
| Taxes paid | \$ 1,600 | \$ - |

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The accompanying notes are an integral part of these consolidated financial statements.

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WARP 9, INC. AND SUBSIDIARY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED DECEMBER 31, 2014

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all normal recurring adjustments considered necessary for a fair presentation have been included. Operating results for the six months ended December 31, 2014 are not necessarily indicative of the results that may be expected for the year ending June 30, 2015. For further information refer to the financial statements and footnotes thereto included in the Company's Form 10K for the year ended June 30, 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Warp 9, Inc. is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

The Consolidated Financial Statements include the Company and its majority-owned subsidiary ("Warp 9, Inc., a Delaware corporation"). All significant inter-company transactions are eliminated in consolidation.

ACCOUNTS RECEIVABLE

The Company extends credit to its customers, who are located nationwide. Accounts receivable are customer obligations due under normal trade terms. The Company performs continuing credit evaluations of its customers' financial condition. Management reviews accounts receivable on a regular basis, based on contracted terms and how recently payments have been received to determine if any such amounts will potentially be uncollected. The Company includes any balances that are determined to be uncollectible in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off. The balance of the allowance account at December 31, 2014 and June 30, 2014 are \$4,808 and \$24,907 respectively.

REVENUE RECOGNITION

The Company recognizes income when the service is provided or when product is delivered. We present revenue, net of customer incentives. Most of the income is generated from professional services and site development fees.

We provide online marketing services that we purchase from third parties. The gross revenue presented in our statement of operations is in accordance with ASC 605-45.

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We also offer professional services such as development services. The fees for development services with multiple deliverables constitute a separate unit of accounting in accordance with ASC 605-25, which are recognized as the work is performed.

Upfront fees for development services or other customer services are deferred until certain implementation or contractual milestones have been achieved. The deferred revenue as of December 31, 2014 and June 30, 2014 was \$1,450 and \$3,300, respectively.

For the quarter ended, December 31, 2014, monthly recurring fees for mobile and desktop e-commerce development account for 25% of the Company's total revenues, professional services account for 71% and the remaining 4% of total revenues are from resale of third party products and services.

For the quarter ended, December 31, 2013, monthly recurring fees for mobile and desktop e-commerce development account for 25% of the Company's total revenues, professional services account for 74% and the remaining 1% of total revenues are from resale of third party products and services.

STOCK-BASED COMPENSATION

The Company addressed the accounting for share-based payment transactions in which an enterprise receives employee services in exchange for either equity instruments of the enterprise or liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. The transactions are

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WARP 9, INC. AND SUBSIDIARY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED DECEMBER 31, 2014

accounted for using a fair-value-based method and recognized as expenses in our statement of income. There was no material impact on the Company's financial statement of operations.

Stock-based compensation expense recognized during the period is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. Stock-based compensation expense recognized in the consolidated statement of operations during the quarter ended December 31, 2014, included compensation expense for the stock-based payment awards granted prior to, but not yet vested, as of December 31, 2014 based on the grant date fair value estimated. Stock-based compensation expense recognized in the statement of operations for the quarter ended December 31, 2014 is based on awards ultimately expected to vest, or has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The stock-based compensation expense recognized in the consolidated statements of operations during the six months ended December 31, 2014 and 2013 was \$11,384 and \$11,664, respectively.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Management reviewed accounting pronouncements issued during the three months ended December 31, 2014, and no pronouncements were adopted during the period.

3. LIQUIDITY AND OPERATIONS

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The Company had net income of \$311,535 and net loss of \$117,822 for the six months periods ended December 31, 2014 and 2013, respectively, and net cash used in operating activities of \$346,138 and \$30,086 for the same periods, respectively.

While Warp 9 expects that its capital needs in the foreseeable future may be met by cash-on-hand and projected positive cash-flow, there is no assurance that the Company will be able to generate enough positive cash flow or have sufficient capital to finance its growth and business operations, or that such capital will be available on terms that are favorable to the Company or at all. In the current financial environment, it could become difficult for the Company to obtain equipment leases and other business financing. There is no assurance that Warp 9 would be able to obtain additional working capital through the private placement of common stock or from any other source.

GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company does not generate significant revenue, and has negative cash flows from operations, which raise substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern and appropriateness of using the going concern basis is dependent upon, among other things, an additional cash infusion. The Company has obtained funds from its shareholders since its inception through December 31, 2014. It is management's plan to generate additional working capital from increasing sales from its desktop and Warp 9 Mobile service offerings, and then continue to pursue its business plan and purposes.

4. CONVERTIBLE NOTES PAYABLE

On March 25, 2013, the Company entered into a convertible promissory note (the "March 2013 Note") in the amount of \$100,000, at which time an initial advance of \$50,000 was received to cover operational expenses. The lender advanced an additional \$20,000 on April 16, 2013, an additional \$15,000 on May 1, 2013 and an additional \$15,000 on May 16, 2013, for a total draw of \$100,000. The terms of the March 2013 Note allow the lender to convert all or part of the outstanding balance plus accrued interest, at any time after the effective date, at a conversion price of the lower of (a) \$0.015 per share, or (b) 50% of the lowest trade price of Common Stock recorded on any trade day after the effective date of the agreement. The March 2013 Note bears interest at a rate of 10% per year and matures on September 25, 2015. On May 23, 2014, the lender converted \$17,000 of the \$100,000 outstanding balance and accrued interest of \$1,975 into 4,743,699 shares of common stock. On October 14, 2014, the lender converted \$17,000 of the \$83,000 outstanding balance and accrued interest of \$2,645 into 4,911,370 shares of common stock. The balance of the March 2013 Note, as of December 31, 2014 is \$66,000.

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WARP 9, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED
DECEMBER 31, 2014

On May 16, 2013, the Company signed a convertible promissory note (the "May 2013 Note") in the amount of \$100,000, at which time an initial advance of \$10,000 was received to cover operational expenses. The lender advanced an

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additional \$20,000 on June 3, 2013, an additional \$25,000 on July 2, 2013, an additional \$10,000 on September 3, 2013 and an additional \$35,000 on February 18, 2014, for a total draw of \$100,000. The terms of the May 2013 Note allow the lender to convert all or part of the outstanding balance plus accrued interest, at any time after the effective date, at a conversion price of the lower of (a) \$0.015 per share, or (b) 50% of the lowest trade price of Common Stock recorded on any trade day after the effective date of the agreement. The Company recognized a discount on the May 2013 Note in the amount of \$20,000, due to the beneficial conversion feature. This discount is being recognized over twelve months, beginning on the date of each tranche payment. For the quarter ended December 31, 2014, the Company included \$23,669 in interest expense related to the discount. The debt discount related to the conversion feature of the May 2013 Note is fully amortized, as of December 31, 2014. The May 2013 Note bears interest at a rate of 10% per year and matures on November 16, 2015.

On March 4, 2014, the Company entered into a convertible promissory note (the "March 2014 Note") in the amount of \$250,000, at which time an initial advance of \$25,000 was received to cover operational expenses. The lender advanced an additional \$20,000 on March 17, 2014 and an additional \$30,000 on April 2, 2014, for a total draw of \$75,000. The terms of the March 2014 Note allow the lender to convert all or part of the outstanding balance plus accrued interest, at any time after the effective date, at a conversion price of the lower of (a) \$0.012 per share, or (b) 50% of the lowest trade price of Common Stock recorded on any trade day after the effective date of the agreement. The Company recorded a debt discount of \$46,929 related to the beneficial conversion feature of the March 2014 Note, along with derivative liabilities. This discount is recognized over 18 months, beginning on the date of each tranche payment. For the quarter ended December 31, 2014, the Company included \$12,577 in interest expense related to the discount. The March 2014 Note bears interest at a rate of 10% per year and matures 18 months from the effective date of each advance.

On April 16, 2014, the Company entered into a convertible promissory note (the "April 2014 Note") in the amount of \$300,000, at which time an initial advance of \$40,000 was received to cover operational expenses. The lender advanced an additional \$55,000 on April 30, 2014, an additional \$40,000 on May 16, 2014, an additional \$40,000 on June 2, 2014, an additional \$35,000 on June 30, 2014, an additional \$40,000 on July 18, 2014, and an additional \$50,000 on August 15, 2014, for a total draw of \$300,000. The terms of the April 2014 Note allow the lender to convert all or part of the outstanding balance plus accrued interest, at any time after the effective date, at a conversion price of the lower of (a) \$0.012 per share, or (b) 50% of the lowest trade price of Common Stock recorded on any trade day after the effective date of the agreement. The Company recorded a debt discount of \$201,669 related to the conversion feature of the April 2014 Note, along with derivative liabilities. This discount is recognized over 18 months, beginning on the date of each tranche payment. For the quarter ended December 31, 2014, the Company included \$50,325 in interest expense related to the discount. The April 2014 Note bears interest at a rate of 10% per year and matures 18 months from the effective date of each advance.

On September 5, 2014, the Company entered into a convertible promissory note (the "September 2014 Note") in the amount of \$250,000, at which time an initial advance of \$40,000 was received to cover operational expenses. The lender advanced an additional \$10,000 on September 17, 2014, an additional \$30,000 on October 1, 2014, an additional \$40,000 on October 16, 2014, an additional \$40,000 on October 31, 2014, an additional \$40,000 on November 18, 2014 and an additional \$50,000 on December 16, 2014, for a total draw of \$250,000. The terms of the September 2014 Note allow the lender to convert all or part of the outstanding balance plus accrued interest, at any time after the effective date, at a conversion price of

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the lower of (a) \$0.015 per share, or (b) 50% of the lowest trade price of Common Stock recorded on any trade day after the effective date of the agreement. The Company recorded a debt discount of \$220,022 related to the conversion feature of the April 2014 Note, along with derivative liabilities. For the quarter ended December 31, 2014, the Company included \$27,912 in interest expense related to the discount. The September 2014 Note bears interest at a rate of 10% per year and matures 18 months from the effective date of each advance.

ASC Topic 815 provides guidance applicable to convertible debt issued by the Company in instances where the number into which the debt can be converted is not fixed. For example, when a convertible debt converts at a discount to market based on the stock price on the date of conversion, ASC Topic 815 requires that the embedded conversion option of the convertible debt be bifurcated from the host contract and recorded at their fair value. In accounting for derivatives under accounting standards, the Company recorded a liability of \$1,608,677 representing the estimated present value of the conversion feature considering the historic volatility of the Company's stock, and a discount of \$468,620 representing the imputed interest associated with the embedded derivative. The discount is amortized over the life of the convertible debt, and the derivative liability is adjusted periodically according to stock price fluctuations. At the time of conversion, any remaining derivative liability will be charged to additional paid-in capital.

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WARP 9, INC. AND SUBSIDIARY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED DECEMBER 31, 2014

For purpose of determining the fair market value of the derivative liability, the Company used Black Scholes option valuation model. The significant assumptions used in the Black Scholes valuation of the derivative are as follows:

| | | | |
|------------------------------------|----|----------------------|-------------------|
| Stock price on the valuation dates | \$ | | 0.011 |
| Conversion price for the debt | \$ | 0.004 - 0.00745 | |
| Dividend yield | | | 0% |
| Months to maturity | | 9 months - 18 months | |
| Risk free rate | | | 0.23% - 0.46% |
| Expected volatility | | | 140.11% - 150.73% |

Following is the five year maturity schedule for our convertible notes payable:

| Year ended June 30, | Principle | Discount | Net Book Value |
|---------------------|------------|--------------|----------------|
| 2015 | \$ - | \$ - | \$ - |
| 2016 | \$ 842,310 | \$ (468,620) | \$ 373,690 |
| 2017 | \$ - | \$ - | \$ - |
| 2018 | \$ - | \$ - | \$ - |
| 2019 | \$ - | \$ - | \$ - |

FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities are carried at cost, which approximates their fair value, due to the relatively short maturity of these instruments. As of December 31, 2014 and 2013, the Company's capital lease obligations and notes payable have stated borrowing rates that are consistent with those currently available to the Company

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and, accordingly, the Company believes the carrying value of these debt instruments approximates their fair value.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

- o Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- o Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- o Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

We measure certain financial instruments at fair value on a recurring basis. Assets and liabilities measured at fair value on a recurring basis are as follows at December 31, 2014:

| | Total | (Level 1) | (Level 2) | (Level 3) |
|---|--------------|-----------|-----------|--------------|
| Assets | \$ - | \$ - | \$ - | \$ - |
| <hr style="border-top: 1px dashed black;"/> | | | | |
| Total assets measured at fair value | \$ - | \$ - | \$ - | \$ - |
| <hr style="border-top: 1px dashed black;"/> | | | | |
| Liabilities | | | | |
| Derivative liability | 1,608,677 | - | - | 1,608,677 |
| Convertible notes, net of discount | 373,690 | - | - | 373,690 |
| <hr style="border-top: 1px dashed black;"/> | | | | |
| Total liabilities measured at fair value | \$ 1,982,367 | \$ - | \$ - | \$ 1,982,367 |
| <hr style="border-top: 3px double black;"/> | | | | |

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WARP 9, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED
DECEMBER 31, 2014

Assets and liabilities measured at fair value on a recurring basis are as follows at December 31, 2013:

| | Total | (Level 1) | (Level 2) | (Level 3) |
|--------|-------|-----------|-----------|-----------|
| Assets | \$ - | \$ - | \$ - | \$ - |

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| | | | | | | | | |
|--|---------|---------|----|---|----|---|---------|---------|
| Total assets measured at fair value | \$ | - | \$ | - | \$ | - | \$ | - |
| Liabilities | | | | | | | | |
| Derivative liability | | - | | - | | - | | - |
| Convertible notes, net of discount | 168,856 | | - | | - | | 168,856 | |
| Total liabilities measured at fair value | \$ | 168,856 | \$ | - | \$ | - | \$ | 168,856 |

5. RELATED PARTIES

During the quarter ended December 31, 2014, there were no related party transactions.

6. CAPITAL STOCK

At December 31, 2014 and 2013, the Company's authorized stock consists of 495,000,000 shares of common stock, par value \$0.001 per share. The Company is also authorized to issue 5,000,000 shares of preferred stock, par value of \$0.001 per share. The rights, preferences and privileges of the holders of the preferred stock will be determined by the Board of Directors prior to issuance of such shares. On May 23, 2014, the March 2013 Note holder converted \$17,000 out of the \$100,000 balance along with accrued interest of \$1,975 into 4,743,699 shares of common stock. On October 14, 2014, the March 2013 Note holder converted \$17,000 of the \$83,000 outstanding balance and accrued interest of \$2,645 into 4,911,370 shares of common stock.

7. STOCK OPTIONS AND WARRANTS

STOCK OPTIONS

Our 2003 Stock Option Plan for Directors, Officers, Employees and Key Consultants (the "2003 Plan") authorizing the issuance of up to 5,000,000 shares of our common stock pursuant to the grant and exercise of up to 5,000,000 stock options terminated upon the expiration of the remaining options granted under the 2003 Plan on May 24, 2014. In the future, we plan to establish a new management stock option plan pursuant to which stock options may be authorized and granted to our executive officers, directors, employees and key consultants. We expect to authorize up to 10% of our issued and outstanding Common Stock for future issuance under such plan. We believe that stock option awards motivate our employees to work to improve our business and stock price performance, thereby further linking the interests of our senior management and our stockholders. The board considers several factors in determining whether awards are granted to an executive officer, including those previously described, as well as the executive's position, his or her performance and responsibilities, and the amount of options, if any, currently held by the officer and their vesting schedule. Our policy prohibits backdating options or granting them retroactively. As of December 31, 2014, 13,000,000 stock options granted outside of the Plan are outstanding.

The weighted average remaining contractual life of options outstanding as of December 31, 2014 was as follows:

| Number of | Weighted Average remaining |
|-----------|----------------------------|
|-----------|----------------------------|

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| Exercise prices | options outstanding | contractual life (years) |
|-----------------|---------------------|--------------------------|
| \$ 0.005 | 12,500,000 | 4.62 |
| \$ 0.004 | 500,000 | 6.79 |
| | 13,000,000 | |

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WARP 9, INC. AND SUBSIDIARY
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED
 DECEMBER 31, 2014

A summary of the Company's stock option activity and related information follows:

| | Quarter ended December 31, 2014 | |
|--|------------------------------------|---------------------------------|
| | Options | Weighted average exercise price |
| Outstanding -beginning of period | 13,000,000 | \$ 0.005 |
| Granted | - | \$ - |
| Exercised | - | \$ - |
| Forfeited | - | \$ - |
| Outstanding - end of period | 13,000,000 | \$ 0.005 |
| Exercisable at the end of the period | 10,334,247 | \$ 0.005 |
| Weighted average fair value of options granted during the year | | \$ - |

WARRANTS

During the quarter ended December 31, 2014, the Company issued no warrants for services. A summary of the Company's warrant activity and related information follows:

| | Quarter Ended December 31, 2014 | | |
|---|------------------------------------|---------------------------------|---|
| | Warrants | Weighted average exercise price | Weighted Average remaining contractual life (years) |
| Outstanding/exercisable - beginning of period | 28,019,163 | \$ 0.003 | 0.003 |
| Granted | - | - | - |
| Exercised | - | - | - |
| Forfeited | - | - | - |
| Outstanding/exercisable - | | | |

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| | | | |
|---------------|------------|----------|---------|
| end of period | 28,019,163 | \$ 0.003 | 0.01.27 |
| | ===== | ===== | ===== |

8. SUPPLEMENTAL STATEMENT OF CASH FLOWS INFORMATION

During the period ended December 31, 2014, we had the following non-cash financing activities:

- o Decreased notes payable by \$19,645, increased common stock by \$4,911 and additional paid-in capital by \$54,025 for common shares as a result of a partial conversion of the March 2013 Note.

9. SUBSEQUENT EVENTS

Management has evaluated subsequent events according to the requirements of ASC TOPIC 855, and has reported the following events:

On January 5, 2015, the Company entered into a convertible promissory note (the "January 2015 Note") in the amount of \$250,000, at which time an initial advance of \$30,000 was received to cover operational expenses. The lender advanced an additional \$45,000 on January 20, 2015, an additional \$45,000 on February 2, 2015, for a total draw of \$120,000. The terms of the January 2015 Note allow the lender to convert all or part of the outstanding balance plus accrued interest, at any time after the effective date, at a conversion price of the lower of (a) \$0.015 per share, or (b) 50% of the lowest trade price of Common Stock recorded on any trade day after the effective date of the agreement. The January 2015 Note bears interest at a rate of 10% per year and matures 18 months from the effective date of each advance.

On February 3, 2015, the Company granted 63,000,000 non-qualified stock options at a strike price of \$0.0131. The options vest 1/36th monthly and expire February 3, 2022.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAUTIONARY STATEMENTS

This Form 10-Q contains financial projections and other "forward-looking statements," as that term is used in federal securities laws, about Warp 9, Inc.'s ("Warp 9," "we," "us," or the "Company") financial condition, results of operations, and business. These statements include, among others:

- o statements concerning the potential for benefits that Warp 9 may experience from its business activities and certain transactions it contemplates or has completed; and
- o statements of Warp 9's expectations, future plans and strategies, anticipated developments, and other matters that are not historical facts. These statements may be made expressly in this Form 10-Q. You can find many of these statements by looking for words such as "believes," "expects," "anticipates," "estimates," or similar expressions used in this Form 10-Q. These forward-looking statements are subject to numerous assumptions, risks, and uncertainties that may cause the Company's actual results to be materially different from any future results expressed or implied by the Company in those statements. The most important facts that could prevent the Company

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from achieving its stated goals include, but are not limited to, the following:

- (a) volatility or decline of the Company's stock price;
- (b) potential fluctuation in quarterly results;
- (c) failure of the Company to earn revenues or profits;
- (d) inadequate capital to continue or expand its business, and inability to raise additional capital or financing to implement its business plans;
- (e) failure to further commercialize its technology or to make sales;
- (f) reduction in demand for the Company's products and services;
- (g) rapid and significant changes in markets;
- (h) litigation with or legal claims and allegations by outside parties;
- (i) insufficient revenues to cover operating costs;
- (j) aspects of the Company's business are not proprietary and in general the Company is subject to inherent competition;
- (k) further dilution of existing shareholders' ownership in Company;
- (l) uncollectible accounts and the need to incur expenses to collect amounts owed to the Company; and
- (m) lack of an Audit Committee and a sufficient number of independent directors.

There is no assurance that the Company will be profitable. The Company may not be able to successfully develop, manage, or market its products and services. The Company may not be able to attract or retain qualified executives and technology personnel. The Company may not be able to obtain customers for its products or services. The Company's products and services may become obsolete. Government regulation may hinder the Company's business. Additional dilution in outstanding stock ownership may be incurred due to the issuance of more shares, warrants and stock options, the exercise of outstanding warrants and stock options.

Because these statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by forward-looking statements. The Company cautions you not to place undue reliance on these statements, which speak only as of the date of this Form 10-Q. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Company or persons acting on its behalf may issue. The Company does not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this Form 10-Q or to reflect the occurrence of unanticipated events.

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The following discussion should be read in conjunction with our condensed

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consolidated financial statements and notes to those statements. In addition to historical information, the following discussion and other parts of this quarterly report contain forward-looking information that involves risks and uncertainties.

CURRENT OVERVIEW

We are a provider of mobile and e-commerce solutions for midsize online sellers in the retail and business to business ("B2B") industries. Our solutions and services are designed to help multi-channel retailers maximize digital commerce revenues by applying our technologies and solutions for mobile e-commerce, desktop e-commerce, e-mail marketing, social media, and other digital avenues. Offered as an outsourced and fully managed Software-as-a-Service ("SaaS") model, our solutions allow customers to focus on their core business, rather than technical implementations and software and hardware architecture, design, and maintenance. We also offer professional services to our clients which include graphic design, store management, new feature development, promotion management, search engine optimization ("SEO"), social media management, merchandizing, integration to third party payment processing and fulfillment systems, analytics, custom reporting, and strategic consultation.

We believe our products and services allow our clients to lower costs and focus on promoting and marketing their brand, product line, and website while leveraging the investments we have made in technology and infrastructure to operate a dynamic digital presence.

A portion of the Company's revenues are from monthly recurring fees for mobile and desktop development. During the quarter ended December 31, 2014, these products accounted for approximately 25% of our gross revenue. During the quarter ended December 31, 2014, professional services accounted for approximately 71% of our gross revenue.

CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations, including the discussion on liquidity and capital resources, are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management re-evaluates its estimates and judgments, particularly those related to the determination of the estimated recoverable amounts of trade accounts receivable, impairment of long-lived assets, revenue recognition, and deferred tax assets. We believe the following critical accounting policies require more significant judgment and estimates used in the preparation of the financial statements.

We maintain an allowance for doubtful accounts for estimated losses that may arise if any of our customers are unable to make required payments. Management specifically analyzes the age of customer balances, historical bad debt experience, customer credit-worthiness, and changes in customer payment terms when making estimates of the uncollectability of our trade accounts receivable balances. If we determine that the financial conditions of any of our customers has deteriorated, whether due to customer specific or general economic issues, increases in the allowance may be made. Accounts receivable are written off when all collection attempts have failed.

We follow the provisions of ASC 605-10-25, that four conditions must be met before revenue can be recognized: (i) there is persuasive evidence that an arrangement exists, (ii) delivery has occurred or service has been rendered,

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(iii) the price is fixed or determinable, and (iv) collection is reasonably assured.

Income taxes are accounted for under the asset and liability method. Under this method, to the extent that we believe that the deferred tax asset is not likely to be recovered, a valuation allowance is provided. In making this determination, we consider estimated future taxable income and taxable timing differences expected in the future. Actual results may differ from those estimates.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities are carried at cost, which approximates their fair value, due to the relatively short maturity of these instruments. As of December 31, 2014 and 2013, the Company's capital lease obligations and notes payable have stated borrowing rates that are consistent with those currently available to the Company and, accordingly, the Company believes the carrying value of these debt instruments approximates their fair value.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value.

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The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

- o Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- o Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- o Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

We measure certain financial instruments at fair value on a recurring basis. Assets and liabilities measured at fair value on a recurring basis are as follows at December 31, 2014:

| | Total | (Level 1) | (Level 2) | (Level 3) |
|-------------------------------------|-------|-----------|-----------|-----------|
| | ----- | ----- | ----- | ----- |
| Assets | \$ - | \$ - | \$ - | \$ - |
| | ----- | ----- | ----- | ----- |
| Total assets measured at fair value | \$ - | \$ - | \$ - | \$ - |
| | ----- | ----- | ----- | ----- |

Liabilities

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| | | | | |
|--|--------------|-------|-------|--------------|
| Derivative liability | 1,608,677 | - | - | 1,608,677 |
| Convertible notes, net of discount | 373,690 | - | - | 373,690 |
| | ----- | ----- | ----- | ----- |
| Total liabilities measured at fair value | \$ 1,982,367 | \$ - | \$ - | \$ 1,982,367 |
| | ===== | ===== | ===== | ===== |

Assets and liabilities measured at fair value on a recurring basis are as follows at December 31, 2013:

| | Total | (Level 1) | (Level 2) | (Level 3) |
|--|------------|-----------|-----------|------------|
| | ----- | ----- | ----- | ----- |
| Assets | \$ - | \$ - | \$ - | \$ - |
| | ----- | ----- | ----- | ----- |
| Total assets measured at fair value | \$ - | \$ - | \$ - | \$ - |
| | ----- | ----- | ----- | ----- |
| Liabilities | | | | |
| Derivative liability | - | - | - | - |
| Convertible notes, net of discount | 168,856 | - | - | 168,856 |
| | ----- | ----- | ----- | ----- |
| Total liabilities measured at fair value | \$ 168,856 | \$ - | \$ - | \$ 168,856 |
| | ===== | ===== | ===== | ===== |

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RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED DECEMBER 31, 2014, COMPARED TO THE SIX MONTHS ENDED DECEMBER 31, 2013.

REVENUE

Total revenue for the six months ended December 31, 2014 decreased by \$370,976 to \$240,983, compared to \$611,495 for the six months ended December 31, 2013. The decrease was primarily due to a decline of our mobile website development revenue during the current period. During the prior year, the Company maintained numerous mobile sites for Moovweb, which added significant mobile revenue. However, due to a strategy change at Moovweb, that mobile maintenance work was re-directed to other sources, contributing to the lower current year mobile revenue.

COST OF REVENUE

The cost of revenue for the six months ended December 31, 2014 decreased by \$139,341 to \$29,282, compared to \$168,623 for the six months ended December 31, 2013. The overall decrease was primarily due to a change in our sourcing for development projects. Outsourced contractor expenses are reported as a cost of revenue and in-house employees are reported in salary expense, a component of selling, general and administrative expenses. During the quarter, the Company primarily used in-house employees to produce mobile and desktop websites, which shifted the expense from cost of revenue to selling, general and administrative.

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES

Selling, general, and administrative ("SG&A") expenses six months ended

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December 31, 2014 increased \$110,695 to \$614,994, compared to \$504,299 for the six months ended December 31, 2013. The overall increase in SG&A expenses was primarily due sourcing for development projects, as noted above in the explanation of the change in cost of revenue.

RESEARCH AND DEVELOPMENT

Research and development expenses for the six months ended December 31, 2014 and December 31, 2013 were both zero.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization expenses for the six months ended December 31, 2014 decreased \$38,150 to \$2,274, compared to \$40,424 for the six months ended December 31, 2013. The decrease was due to the Company decommissioning its data center and disposing of the data center equipment in the prior period, some of which had not been fully depreciated.

OTHER INCOME AND EXPENSE

Total other income (expense) for the six months ended December 31, 2014 increased \$731,640 to net other income of \$730,086, compared to net other expense of \$1,554 for the six months ended December 31, 2013. The increase was primarily due to gain on extinguishment of debt and gain on the changes in derivative liability.

NET INCOME/(LOSS)

The consolidated net income for the six months ended December 31, 2014 was \$311,535, compared to the consolidated net loss of (\$117,822) for the six months ended December 31, 2013. The increase in net income for the period was primarily due to non-cash gains on extinguishment of debt and changes in derivative liability.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a net working capital deficit (i.e. the difference between current assets and current liabilities) of (\$1,984,694) at December 31, 2014 compared to a net working capital deficit of (\$2,416,687) at June 30, 2014. The decrease in net working capital deficit at December 31, 2014 was caused by a decrease in derivative liability.

Cash flow used in operating activities was (\$346,138) for the six months ended December 31, 2014, compared to cash flow used in operating activities of (\$30,086) for the six months ended December 31, 2013. The increase in cash flow used in operating activities of \$316,052 was primarily due to a gain on settlement of debt and a gain on changes in derivative liability, partially offset by an increase in net income.

Cash flow used in investing activities was (\$2,355) for the six months ended December 31, 2014, compared to cash flow provided in investing activities

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of \$6,616 for the six months ended December 31, 2013. The increase in cash flow used in investing activities of \$8,971 during the current period, was primarily due to the purchase of computer equipment.

Cash flow provided in financing activities was \$340,000 for the six months ended December 31, 2014 compared to \$35,000 for the six months ended December 31, 2013. The increase in cash flow provided in financing activities of \$305,000

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was due to proceeds received by the Company from a convertible promissory note.

While we expect that our capital needs in the foreseeable future will be met by cash-on-hand and existing cash flow, there is no assurance that we will generate any or sufficient positive cash flows, or have sufficient capital, to finance our growth and business operations, or that such capital will be available on terms that are favorable to us or at all. The Company has recently been incurring operating losses and experiencing negative cash flow. In the current financial environment, it could become difficult for the Company to obtain business leases and other equipment financing. There is no assurance that we would be able to obtain additional working capital through the private placement of common stock or from any other source.

OFF-BALANCE SHEET ARRANGEMENTS

None.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed by Warp 9 in the reports that it files under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer that it files under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer and principal financial officers, or persons performing similar functions as appropriate to allow timely decisions regarding required disclosure. The Company's Chairman, Chief Executive Officer, and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures for the Company.

Management has evaluated the effectiveness of the Company's disclosure controls and procedures as of December 31, 2014 (under the supervision and with the participation of the Company's Chairman, Chief Executive Officer, and Chief Financial Officer) pursuant to Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended. As part of such evaluation, management considered the matters discussed below relating to internal control over financial reporting. Based on this evaluation, the Company's Chairman, Chief Executive Officer, and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of December 31, 2014.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only

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reasonable assurance of achieving their control objectives. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to change in conditions, or the degree of compliance with the policies or procedures may deteriorate. After evaluating the Company's internal controls over financial reporting, the Company's Chairman, Chief Executive Officer, and Chief Financial Officer have concluded that the internal controls over financial reporting are effective as of December 31, 2014.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes in the Company's internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II. - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no current legal proceedings as of this time.

The Company may be involved in legal actions and claims arising in the ordinary course of business from time to time in the future.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

(a) Exhibits

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| 3.1 | Articles of Incorporation (1) |
| 3.2 | Bylaws (1) |
| 4.1 | Specimen Certificate for Common Stock (1) |
| 4.2 | Non-Qualified Employee Stock Option Plan (2) |
| 4.3 | Convertible Debenture dated December 28, 2005 (3) |

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| | |
|-------|---|
| 4.4 | Form of \$0.08 Warrant (3) |
| 4.5 | Form of \$0.10 Warrant (3) |
| 4.6 | Form of \$0.12 Warrant (3) |
| 10.1 | First Agreement and Plan of Reorganization between Latinocare Management Corporation, a Nevada corporation, and Warp 9, Inc., a Delaware corporation (4) |
| 10.2 | Second Agreement and Plan of Reorganization between Latinocare Management Corporation, a Nevada corporation, and Warp 9, Inc., a Delaware corporation (5) |
| 10.3 | Exchange Agreement and Representations for shareholders of Warp 9, Inc.(4) |
| 10.4 | Securities Purchase Agreement dated as of March 28, 2005 between Roaming Messenger, Inc. and Wings Fund, Inc.(6) |
| 10.5 | Periodic Equity Investment Agreement dated as of March 28, 2005 between Roaming Messenger, Inc. and Wings Fund, Inc.(6) |
| 10.6 | Registration Rights Agreement dated as of March 28, 2005 between Roaming Messenger, Inc. and Wings Fund, Inc.(6) |
| 10.7 | Securities Purchase Agreement dated December 28, 2005 between the Company and Cornell Capital Partners LLP (3) |
| 10.8 | Investor Registration Rights Agreement dated December 28, 2005 (3) |
| 10.9 | Insider Pledge and Escrow Agreement dated December 28, 2005 by and among the Company, Cornell and David Gonzalez as escrow agent (3) |
| 10.10 | Security Agreement dated December 28, 2005 by and between the Company and Cornell (3) |
| 10.11 | Escrow Agreement Dated December 28, 2005 by and among the Company, Cornell and David Gonzalez, as Escrow Agent (3) |
| 10.12 | Irrevocable Transfer Agent Instructions (3) |
| 10.13 | Exclusive Technology License Agreement, dated September 18, 2006 (8) |

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| | |
|------------|---|
| 10.14 | Subscription Agreement with Zingerang Inc., dated September 18, 2006 (8) |
| 10.15 | Termination of License Agreement with Carbon Sciences, Inc., dated April 2, 2007 (9) |
| 10.16 | Completion of Securities Purchase Agreement dated December 28, 2005 between the Company and Cornell Capital Partners LLP (10) |
| 10.17 | Form of convertible note, dated January 5, 2015 |
| 21.1 | List of Subsidiaries (7) |
| 31.1 | Section 302 Certification |
| 31.2 | Section 302 Certification |
| 32.1 | Section 906 Certification |
| 32.2 | Section 906 Certification |
| EX-101.INS | XBRL INSTANCE DOCUMENT* |
| EX-101.SCH | XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT* |
| EX-101.CAL | XBRL TAXONOMY EXTENSION CALCULATION LINKBASE* |
| EX-101.DEF | XBRL TAXONOMY EXTENSION DEFINITION LINKBASE* |
| EX-101.LAB | XBRL TAXONOMY EXTENSION LABELS LINKBASE* |
| EX-101.PRE | XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE* |

(1) Incorporated by reference from the exhibits included with the Company's prior Report on Form 10-KSB filed with the Securities and Exchange Commission, dated March 31, 2002.

(2) Incorporated by reference from the exhibits included in the Company's Information Statement filed with the Securities and Exchange Commission, dated August 1, 2003.

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- (3) Incorporated by reference from the exhibits included in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 29, 2005.
- (4) Incorporated by reference from the exhibits included with the Company's prior Report on Form SC 14F1 filed with the Securities and Exchange Commission, dated April 8, 2003.
- (5) Incorporated by reference from the exhibits included with the Company's prior Report on Form 8K filed with the Securities and Exchange Commission, dated May 30, 2003.
- (6) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission dated March 30, 2005.
- (7) Incorporated by reference to the exhibits filed with the Company's prior Annual Report on Form 10-KSB/A filed with the Securities and Exchange Commission, dated October 12, 2007.
- (8) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission, dated September 22, 2005.
- (9) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission, dated May 8, 2007.
- (10) Incorporated by reference to exhibits filed with the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission, dated June 10, 2008.

* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, and otherwise are not subject to liability under those sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WARP 9, INC.

(Registrant)

Dated: February 13, 2015

By: /s/ Andrew Van Noy

Andrew Van Noy,
Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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By: /s/ Andrew Van Noy

Dated: February 13, 2015

Andrew Van Noy, Chief Executive Officer and President
(Principal Executive Officer)

By: /s/ Gregory Boden

Dated: February 13, 2015

Gregory Boden, Chief Financial Officer
(Principal Financial/Accounting Officer)