

Edgar Filing: WARP TECHNOLOGY HOLDINGS INC - Form 144

WARP TECHNOLOGY HOLDINGS INC
 Form 144
 May 18, 2004

SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

FORM 144
 NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

| 1(a) NAME OF ISSUER (Please type or print) | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. |
|--|--------------------|---------------------|
| Warp Technology Holdings, Inc. | 88-0467845 | 000-33197 |

| 1(d) ADDRESS OF ISSUER | STREET | CITY | STATE | ZIP |
|------------------------|---------------------------------|-----------|-------|-----|
| | 535 West 34th Street, 5th floor | NY | NY | |
| | | AREA CODE | 212 | NUM |
| | | CODE | | |

| 2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) IRS IDENT. NO. | (c) RELATIONSHIP TO ISSUER | (d) ADDRESS |
|---|--------------------|----------------------------|-------------|
| Morgan Stanley Institutional Fund, Inc. Technology Portfolio | 13-3902170 | None | 122 New |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number.

| 3(a) | (b) | SEC USE ONLY | (c) | (d) | (e) | (f) |
|---|--|---------------------------|--|--|---|-------------------|
| Title of The Class Of Securities To Be Sold | Name And Address Of Each Broker Through Whom The Securities Are To Be Offered Or Each Market Maker Who Is Acquiring The Securities | Broker-Dealer File Number | Number of Shares Or Other Units To Be Sold (See Instr. 3(c)) | Aggregate Market Value (See Instr. 3(d)) | Number Of Shares Or Other Units Outstanding (See Instr. 3(e)) | App Dat See 3 (MO |
| Common Stock | Jefferies & Company, Inc. 11100 Santa Monica Blvd., 11th fl | | 100,000 | \$8,100.00 | 67,262,586 | 05 |
| | Los Angeles, CA 90025 | | | | | |

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INSTRUCTIONS:

1. (a) Name of issuer. (d) Issuer's address, including
 (b) Issuer's I.R.S. Identification Number. (e) Issuer's telephone number, i
 (c) Issuer's S.E.C. file number, if any.

2. (a) Name of person for whose account the securities are to be sold.
 (b) Such person's I.R.S. identification number, if such person is an entity.
 (c) Such person's relationship to the issuer (e.g., officer, director, 10
 percent stockholder, or member of immediate family of any of the
 foregoing).
 (d) Such person's address, including zip code

3. (a) Title of the class of securities to be sold.
 (b) Name and address of each broker through whom the securities are intended
 to be sold.
 (c) Number of shares or other units to be sold (if debt securities, give the
 aggregate face amount).
 (d) Aggregate market value of the securities to be sold as of a specified
 date within 10 days prior to the filing of this notice.
 (e) Number of shares or other units of the class outstanding, or if debt
 securities the face amount thereof outstanding, as shown by the most
 recent report or statement published by the issuer.
 (f) Approximate date on which the securities are to be sold.
 (g) Name of each securities exchange, if any, on which the securities are
 intended to be sold.

TABLE I -- SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of
the securities to be sold and with respect to the payment of all or any
part of the purchase price or other consideration therefor:

| Title Of | Name Of Person | | Securities Acquir |
|--------------|----------------|----------------------|--|
| Amount Of | Date You | From Whom Acquired | |
| The Class | Acquired | (If Gift, Also Give | |
| | | Date Donor Acquired) | |
| ----- | ----- | ----- | ----- |
| Common Stock | 5/24/02 | Private Offering | Warp Technology Holdings, Inc. 370,206 |

INSTRUCTIONS:

1. If the securities were purchased and full payment therefor
was not made in cash at the time of purchase, explain in the
table or in a note thereto the nature of the consideration
given. If the consideration consisted of any note or other
obligation, or if payment was made in installments describe
the arrangement and state when the note or other obligation
was discharged in full or the last installment paid.

2. If within two years after th
the person for whose account
short positions, put or othe
securities referred to in pa
furnish full information wit

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TABLE II -- SECURITIES SOLD DURING THE PAST THREE MONTHS

Furnish the following information as to all securities of the issuer sold during the past three months by the person for whose account the securities are to be sold.

| Name And Address Of Seller | Title Of Securities Sold | Date Of Sale | Amount Of Securities |
|---|--------------------------------|--------------|----------------------|
| Morgan Stanley SICAV US Small Cap Growth 5, rue Plaetis L-2338 Luxembourg Grand Duchy of Luxembourg | Warp Technology Holdings, Inc. | 1/26/04 | 11,774 |
| | Warp Technology Holdings, Inc. | 2/25/04 | 7,015 |
| Morgan Stanley Investment Management Small Company Growth Trust 1221 Avenue of the Americas New York, NY 10020 | Warp Technology Holdings, Inc. | 1/26/04 | 50,309 |
| | Warp Technology Holdings, Inc. | 2/25/04 | 29,976 |
| Morgan Stanley Institutional Fund, Inc. Small Company Growth Portfolio 1221 Avenue of the Americas New York, NY 10020 | Warp Technology Holdings, Inc. | 1/26/04 | 4,917 |
| | Warp Technology Holdings, Inc. | 2/25/04 | 2,929 |
| Morgan Stanley Institutional Fund, Inc. Technology Portfolio 1221 Avenue of the Americas New York, NY 10020 | Warp Technology Holdings, Inc. | 2/25/04 | 82,100 |
| | Warp Technology Holdings, Inc. | 2/26/04 | 20,000 |
| | Warp Technology Holdings, Inc. | 3/2/04 | 5,000 |
| | Warp Technology Holdings, Inc. | 3/4/04 | 12,000 |
| | Warp Technology Holdings, Inc. | 3/8/04 | 5,000 |
| | Warp Technology Holdings, Inc. | 3/10/04 | 4,000 |
| | Warp Technology Holdings, Inc. | 3/11/04 | 65,000 |
| | Warp Technology Holdings, Inc. | 4/20/04 | 25,000 |
| | Warp Technology Holdings, Inc. | 4/22/04 | 75,000 |
| | Warp Technology Holdings, Inc. | 4/20/04 | 110,000 |
| | Warp Technology Holdings, Inc. | 4/22/04 | 135,000 |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the notice relates are to be sold he this notice that he does not know information in regard to the current operations of the Issuer of the has not been publicly disclosed.

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5/18/04

/s/ Elisa

(DATE OF NOTICE)

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001.)

Morgan Stanley Institutional Fund, Inc. Technology Portfolio
1221 Avenue of the Americas
New York, NY 10020

May 18, 2004

VIA EDGAR

United States Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Warp Technology Holdings, Inc.

Ladies and Gentlemen:

On behalf of Morgan Stanley Institutional Fund, Inc. Technology Portfolio, we are filing a copy of Form 144, Notice of Proposed Sale of Securities Pursuant to Rule 144 under the Securities Act of 1933.

If you have any questions or comments, please do not hesitate to contact me at (630)684-6724. Thank you for your assistance in this matter.

Sincerely,

/s/Elisa Mitchell

Elisa Mitchell
Assistant Secretary

Enclosures