

Edgar Filing: WARP TECHNOLOGY HOLDINGS INC - Form NT 10-Q

WARP TECHNOLOGY HOLDINGS INC  
Form NT 10-Q  
February 15, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 12b-25

Commission File Number 000-33197

NOTIFICATION OF LATE FILING

(Check One):  Form 10-K and Form 10-KSB  Form 11-K  Form 20-F  
 Form 10-Q and Form 10-QSB  Form N-SAR

For Period Ended: December 31, 2005

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

Read attached instruction sheet before preparing form. Please print or type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: Not Applicable

PART I  
REGISTRANT INFORMATION

WARP Technology Holdings, Inc.

-----  
(Exact Name of Registrant as Specified in its Charter)

200 Railroad Avenue, Greenwich, Connecticut 06830

-----  
(Address of Principal Executive Office) (Zip Code)

(203) 422-2950

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(Registrant's telephone number including area code)

PART II  
RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the

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following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K or Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III  
NARRATIVE

State below in reasonable detail why the Form 10-K, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

During the Registrant's fiscal quarter ended December 31, 2005, the registrant completed the acquisition of five companies. In addition, during this fiscal quarter, the Registrant experienced certain management changes, including the replacement of its principal financial officer, and the appointment of a new Chief Financial Officer. Accordingly, due to the acquisitions, and the management changes, the Registrant was unable, without unreasonable effort or expense, to complete the accounting work necessary to prepare the consolidated financial statements required for the Registrant's Form 10-QSB for the period ended December 31, 2005 in order to file the Form 10-QSB in a timely manner. Thus, the Registrant requires additional time to properly complete and file its Form 10-QSB for the fiscal quarter ended December 31, 2005.

For the reasons set forth above, the Registrant cannot timely file its Quarterly Report on Form 10-QSB for the fiscal quarter ended December 31, 2005 without unreasonable effort or expense. The Registrant will file its Form 10-QSB no later than the fifth day after the due date of the Form 10-QSB.

PART IV  
OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

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

(203) 422-2950

-----  
(Name)

-----  
(Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the Registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from

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the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[X] Yes [ ] No

The Registrant anticipates that there will be a significant change in the results of operations for the fiscal quarter

ended December 31, 2005, compared with the fiscal quarter ended December 31, 2004, primarily due to the Registrant's acquisitions of seven software companies in the period January 1, 2005 through December 31, 2005. The Registrant estimates that its consolidated results of operations will show the following:

|          | Three Months Ended December 31, |           | Six Months Ended December 31, |             |
|----------|---------------------------------|-----------|-------------------------------|-------------|
|          | 2005                            | 2004      | 2005                          | 2004        |
| Revenues | \$5,370,712                     | \$106,639 | \$8,579,041                   | \$264,520   |
| Net Loss | \$5,168,216                     | \$489,534 | \$7,779,234                   | \$1,642,598 |

WARP Technology Holdings, Inc.

(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date February 15, 2006

By /s/ Ernest C. Mysogland

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

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (see 18 U.S.C. Section 1001).