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WARP TECHNOLOGY HOLDINGS INC

Form 144

May 21, 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

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		34,580	\$3,087.12	73,862,586	
	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 Amount Of The Class	Date You Acquired	Nature Of Acquisition Transaction	Name Of Person From Whom Acquired (If Gift, Also Give Date Donor Acquired)	Securities 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 the date of purchase, the person for whose account
 the securities are to be sold has acquired short positions, put or other
 securities referred to in paragraph 1, furnish full information with

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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 Securi -----
Morgan Stanley SICAV US Small Cap Growth 5, rue Plaetis L-2338 Luxembourg Grand Duchy of Luxembourg	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.	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.	2/25/04	2,929
Morgan Stanley Institutional Fund, Inc.	Warp Technology Holdings, Inc.	2/25/04	82,100
Technology Portfolio	Warp Technology Holdings, Inc.	2/26/04	20,000
1221 Avenue of the Americas	Warp Technology Holdings, Inc.	3/2/04	5,000
New York, NY 10020	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.	4/23/04	110,000
	Warp Technology Holdings, Inc.	4/26/04	135,000
	Warp Technology Holdings, Inc.	5/18/04	100,000
	Warp Technology Holdings, Inc.	5/20/04	10,000

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

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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aggregated with sales for the account of the person filing
this notice.

5/21/04

(DATE OF NOTICE)

/s/Sheldon

(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 21, 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 (212)762-5206. Thank you for your assistance in this matter.

Sincerely,

/s/Sheldon Winicour

Sheldon Winicour
Assistant Secretary

Enclosures