

WARP 9, INC.
Form 8-K
August 21, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 21, 2015

Warp 9, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

0-13215

30-0050402

(Commission File Number)

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

1933 Cliff Drive, Suite 11, Santa Barbara, California

93109

(Address of principal executive offices)

(Zip Code)

(805) 964-3313

(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.14d-2(b))

Soliciting material pursuant to Rule 14a-12 under Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 8. OTHER EVENTS

Item 8.01. Other Events

On August 19, 2015 (the "Effective Date"), Warp9 Inc., a Nevada corporation (the "Company") entered into a convertible promissory note (the "Note") in the original principal amount of \$250,000, \$3,000 of which was advanced upon execution of the Note and the remaining \$247,000 of which may be advanced by the Lender in such amounts as the Lender may choose in its sole discretion. The note bears simple interest at an annual rate of ten percent (10%) with all principal and accrued interest payable on or before February 19, 2017, unless sooner converted into common stock. The conversion price is the lesser of (a) \$0.015 per share of Common Stock or (b) Fifty Percent (50%) of the lowest trade price of Common Stock recorded on any trade day after the Effective Date, or (c) the lowest effective price per share granted to any person or entity after the Effective Date to acquire Common Stock.

SECTION 9. FINANCIAL STATEMENTS, PRO FORMA FINANCIALS & EXHIBITS

(a) Exhibits

99.1 Convertible Promissory Note, \$250,000.

SIGNATURES

Pursuant to the requirements 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)

Date: August 21, 2015

/s/ Andrew Van Noy

Andrew Van Noy, Chief Executive

Officer and President