

Edgar Filing: LEI JONATHAN L - Form SC 13D

LEI JONATHAN L  
Form SC 13D  
March 14, 2012

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Warp 9, Inc.  
-----

(Name of Issuer)

Common Stock, \$0.001 par value  
-----

(Title of Class of Securities)

934639 10-10  
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(CUSIP Number)

William E. Beifuss, Jr.  
6500 Hollister Avenue, Suite 120, Santa Barbara, California 93117  
800-508-9339  
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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 14, 2012  
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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13D

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1 NAME OF REPORTING PERSON:

Jonathan L. Lei  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

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(b)

-----  
 3 SEC USE ONLY

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 4 SOURCE OF FUNDS WC

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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e) [ ]

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 United States of America

Number of Shares Beneficially owned by Each Reporting Person with	7	SOLE VOTING POWER 21,494,416
	-----	
	8	SHARED VOTING POWER 0
	-----	
	9	SOLE DISPOSITIVE POWER 21,494,416
	-----	
	10	SHARED DISPOSITIVE POWER 0

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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 21,494,416 shares of common stock

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 [ ]

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
 22.36% Common Stock

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 14 TYPE OF REPORTING PERSON IN

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 Page 3 of 5 Pages  
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ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D relates to shares of common stock, \$0.001 par value, of Warp 9, Inc., a Nevada corporation ("W9"). The address of the principal executive offices of W9 is 6500 Hollister Avenue, Suite 120, Santa Barbara, California 93117.

ITEM 2. IDENTITY AND BACKGROUND.

This statement on Schedule 13D is being filed on behalf of Jonathan L. Lei ("Lei"), an individual. The address of Lei is 195 Highway 50, #104, Stateline, Nevada, 89449.

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Lei has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Lei has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Lei acquired 4,100,511 of these shares on March 5, 2012 from Wings Fund, Inc., an affiliate of W9, for a total purchase price of \$12,301, paid for with Lei's working capital. The balance of the shares were acquired by Lei from the Company as disclosed in a prior filing of Schedule 13D.

### ITEM 4. PURPOSE OF TRANSACTION.

Lei acquired the shares of common stock of W9 for investment purposes.

Lei does not currently have any plans or proposals, either individually or collectively with another person, which relates to or would result in:

(a) The acquisition by any person of additional securities of W9, or the disposition of securities of W9.

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving W9 or any of its subsidiaries.

(c) A sale or transfer of a material amount of assets of W9 or any of its subsidiaries.

(d) Any change in the present board of directors or management of W9, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board.

(e) Any material change in the present capitalization or dividend policy of W9.

(f) Any other material change in W9's business or corporate structure.

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(g) Changes in W9's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of W9 by any person.

(h) Causing a class of securities of W9 to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer system of a registered national securities association.

(i) A class of equity securities of W9 becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act.

(j) Any action similar to any of those enumerated above.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The percentages of outstanding shares of W9 common stock reported below are based on the statement that as of March 14, 2012 there were 96,135,126 shares of W9 common stock outstanding.

(a) Lei beneficially owns or may be deemed to beneficially own shares of W9 common stock as follows:

	No. of Shares	% of Class
	-----	-----
Common Shares	21,494,416	22.36%
	-----	-----
	21,494,416	22.36%

(b) For information regarding the number of shares of W9 common stock as to which Lei holds or shares or may be deemed to hold, reference is made to items (7) - (12) of the cover page for this statement on Schedule 13D.

(c) Other than as set forth herein, there have been no transactions in shares of W9 common stock effected by Lei during the past 60 days.

(d) No person other than Lei has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of W9 common stock reported as being beneficially owned (or which may be deemed to be beneficially owned) by Lei.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Lei has no contracts, arrangements, understandings or relationships (legal or otherwise) with other persons with respect to the securities of W9, other than as described in this statement on Schedule 13D.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 14, 2012

/s/ Jonathan L. Lei  
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Jonathan L. Lei

