

Edgar Filing: WARP 9, INC. - Form SC 13D

WARP 9, INC.
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

(CUSIP Number)

William E. Beifuss, Jr.
6500 Hollister Avenue, Suite 120, Santa Barbara, California 93117
800-508-9339

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 14, 2012

(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

Page 2 of 5 Pages

1 NAME OF REPORTING PERSON:

Wings Fund, Inc., a Nevada Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []

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(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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 27,303,175 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 27,303,175 |
| | 10 | SHARED DISPOSITIVE POWER 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,303,175 shares of common stock

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.4% Common Stock

14 TYPE OF REPORTING PERSON CO

Page 3 of 5 Pages

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 Wings Fund, Inc. ("WF"), a Nevada Corporation. The address of WF is 5662 Calle Real #115, Santa Barbara, California 93117.

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

WF 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.

WF disposed 4,100,511 of these shares on March 5, 2012 for a gross proceed of \$12,301, to an affiliate of W9. The balance of the shares were acquired by WF from the Company as disclosed in a prior filing of Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

WF 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.

Page 4 of 5 Pages

(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.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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

| | No. of Shares | % of Class |
|---------------|---------------|------------|
| Common Shares | 27,303,175 | 28.4% |
| | 27,303,175 | 28.4% |

(b) For information regarding the number of shares of W9 common stock as to which WF 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 WF during the past 60 days.

(d) No person other than WF 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 WF.

(e) Not applicable.

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

WF 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.

Page 5 of 5 Pages

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/ James L. Bartlett

James L. Bartlett, Chief Financial Officer