

WARP 9, INC.
Form 10-Q/A
December 14, 2011

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

FORM 10-Q/A
AMENDMENT No. 1

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarterly Period September 30, 2011

or

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition period from _____ to _____

Commission File Number: 0-13215

WARP 9, INC.

(Exact name of registrant as specified in its charter)

CALIFORNIA

(State or other jurisdiction of incorporation or organization)

30-0050402

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

6500 Hollister Avenue, Suite 120, Santa Barbara, CA 93117

(Address of principal executive offices) (Zip Code)

(805) 964-3313

Registrant's telephone number, including area code

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the proceeding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes[]

No[]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes[]

No[]

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One).

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of November 9 , 2011, the number of shares outstanding of the registrant's class of common stock was 96,135,126.

Explanatory Note

Warp 9, Inc. (the “Company” is filing this Amendment No. 1 on Form 10-Q/A (the Amendment”) to the Company’s quarterly report on Form 10-Q for the period ended September 30, 2011 (the “Form 10-Q”), filed with the Securities and Exchange Commission on November 14, 2011 (the “Original Filing Date”), solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule-405 of Regulation S-T. Exhibit 101 requires the Company’s Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for the purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Item 6. EXHIBITS

(a) Exhibits

| EXHIBIT NO. | DESCRIPTION |
|--------------|---|
| 31.1* | Section 302 Certification |
| 31.2* | Section 302 Certification |
| 32.1* | Section 906 Certification |
| 32.2* | Section 906 Certification |
| EX-101.INS** | XBRL INSTANCE DOCUMENT |
| EX-101.SCH** | XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT |
| EX-101.CAL** | XBRL TAXONOMY EXTENSION CALCULATION LINKBASE |
| EX-101.DEF** | XBRL TAXONOMY EXTENSION DEFINITION LINKBASE |
| EX-101.LAB** | XBRL TAXONOMY EXTENSION LABELS LINKBASE |
| EX-101.PRE** | XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE |

* Previously included in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 filed with the SEC on November 14, 2011

** Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: December 14, 2011

WARP 9, INC.
(Registrant)

By:

/s/ William E. Beifuss
William E. Beifuss, Chief
Executive Officer and President