

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): January 31, 2009

WARP 9, INC.

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(Exact name of registrant as specified in its charter)

NEVADA

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(State or other jurisdiction of incorporation)

0-13215

30-0050402

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(Commission File Number)

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

50 CASTILIAN DR., SUITE 101, SANTA BARBARA, CALIFORNIA 93117

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number: (805) 964-3313

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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 5. CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On January 31, 2009, Louie Ucciferri resigned from the Company's Board of Directors to provide a vacancy on the Board to satisfy the independent Director requirement for the Audit Committee. A copy of his resignation letter is attached to this Report on Form 8-K as an Exhibit.

The Company has not yet selected a person to fill the vacancy on the Board of Directors and on the Audit Committee. The Company will seek to find a suitable candidate to fill the vacancy expeditiously.

Mr. Ucciferri will continue to serve as the Company's Acting Chief Financial Officer.

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.

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(Registrant)

Date: February 3, 2009

/s/ Harinder Dhillon

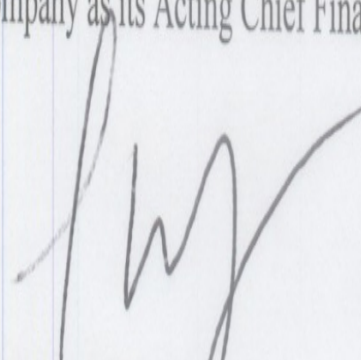
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Harinder Dhillon, President

1/31/09

William Beifuss, Jr.  
Chairman of the Board  
Warp 9, Inc.  
50 Castilian Dr., Suite 101  
Santa Barbara, CA 93117

Dear Bill,

This letter will serve as my resignation from my position of Director on the Warp 9 Board of Directors, effective January 31, 2009. This should allow room for an independent director to serve as the audit committee. I will continue to serve the company as its Acting Chief Financial Officer.

  
Louie Liciferrri

Louis C. ...

Acting Chief Financial Officer

