

Edgar Filing: LEI JONATHAN L - Form SC 13D

LEI JONATHAN L
Form SC 13D
April 11, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

LATINOCARE MANAGEMENT CORP.

(Name of Issuer)

COMMON

(Title of Class of Securities)

(CUSIP Number)

JON LEI
6144 CALLE REAL SUITE 200
SANTA BARBARA CA 93117
805-964-3313

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

April 8, 2003

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 6 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jon Lei

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) [_]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF
SHARES 96,087,525

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY None

9 SOLE DISPOSITIVE POWER

REPORTING
PERSON 96,087,525

10 SHARED DISPOSITIVE POWER

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WITH

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

96,087,525

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

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

68% post transaction

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

This schedule relates to the acquisition of beneficial ownership of Common Stock of Latinocare Management Corp. (hereinafter the "Company"), whose principal place of business is located at 959 Walnut Avenue, Suite 250, Pasadena, California 91106 as part of a Plan and Agreement of Reorganization and share exchange.

Item 2. Identity and Background.

- (a) Name: Jon Lei ("Reporting Person")
- (b) Address: 6144 Calle Real, Suite 200, Santa Barbara, CA 93117
- (c) Occupation: President and Director of Issuer
- (d) The reporting person has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations.)
- (e) The reporting person has not, during the last five years, been subject to or party to a civil proceeding regarding any violation of state or federal securities laws, nor has any judgment, decree, or order of any type been entered against reporting person.
- (f) Citizenship: USA

Item 3. Source and Amount of Funds or Other Consideration.

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Interest in securities of the Company acquired by Reporting Person represent Common Stock issued in exchange for shares of stock of Warp 9, Inc. Accordingly, no funds were utilized to purchase the securities by Reporting Person.

Item 4. Purpose of Transaction.

The ownership which is the subject of this Schedule was acquired by Reporting Person for the purpose of investment pursuant to a Plan and Agreement of Reorganization. Other than the transaction for which this report is filed. Reporting Person has no further plans which relate to or would result in any of the following.

- (a) The acquisition by any person of additional securities of the Company, or the disposition of securities of the Company except for the instant transaction involving a share exchange with shareholders of Warp 9, Inc.
- (b) Any extraordinary corporate transaction, such as a merger, reorganization, or liquidation, involving the Company or any of its subsidiaries, except the instant transaction involving a share exchange with shareholders of Warp 9, Inc.;
- (c) A sale or transfer of a material amount of assets of the Company or any of its subsidiaries;
- (d) Reporting person is aware of the intended change of directors, pursuant to the Plan and Agreement of Reorganization which is filed in an 8-K and Form 14(f)1 pursuant to the Securities Exchange Act of 1934;
- (e) Any material change in the present capitalization or dividend policy of the Company, except the Company may consolidate the outstanding shares to be determined after completion of the Share Exchange with shareholders of Warp 9, Inc.;
- (f) Reporting Person is aware of the acquisition of control by completion of the Share Exchange with shareholders of Warp 9, Inc.;
- (g) Changes in the Company's charter, bylaws, or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; provided, however, that the Reporting Person may exercise outstanding options to acquire Common Stock of the Company in his discretion, which exercise may have the effect of impairing or impeding the acquisition of control by a third party;
- (h) Causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Company become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act of 1934; or
- (j) Not applicable.

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Item 5. Interest in Securities of the Issuer.

- (a) As of the date of the filing of this Schedule, Reporting Person is deemed to beneficially own 96,087,525 shares of Common Stock of the Company, representing 68% of the issued and outstanding Common Stock. Prior to the sale, Reporting Person, owned no shares of Latinocare Management Corp.
- (b) Reporting Person has sole power to vote and dispose of 96,087,525 shares of common stock.
- (c) Not Applicable
- (d) Not Applicable
- (e) Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings, or relationships of the type required to be disclosed under this Item between the Reporting Persons and any other person, except as described in this Report and as contained in the Plan and Agreement between Warp 9, Inc., certain of its shareholders, and Latinocare Management Corp. relating to the shares attached hereto and incorporated herein by this reference.

Item 7. Material to be Filed as Exhibits.

10.1 Plan and Agreement of Reorganization

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.

April 8, 2003

(Date)

/s/ Jonathan Lei

(Signature)

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).