

NUVEEN SELECT MATURITIES MUNICIPAL FUND  
Form N-CSRS  
December 06, 2012

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-7056

Nuveen Select Maturities Municipal Fund  
(Exact name of registrant as specified in charter)

Nuveen Investments  
333 West Wacker Drive  
Chicago, IL 60606  
(Address of principal executive offices) (Zip code)

Kevin J. McCarthy  
Nuveen Investments  
333 West Wacker Drive  
Chicago, IL 60606  
(Name and address of agent for service)

Registrant's telephone number, including area code: (312) 917-7700

Date of fiscal year end: March 31

Date of reporting period: September 30, 2012

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. REPORTS TO STOCKHOLDERS.

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Chairman's  
Letter to Shareholders

Dear Shareholders,

Investors have many reasons to remain cautious. The challenges in the Euro area continue to cast a shadow over global economies and financial markets. The political support for addressing fiscal issues is eroding as the economic and social impacts become more visible. Despite strong action by the European Central Bank, member nations appear unwilling to surrender sufficient sovereignty to unify the Euro area financial system or strengthen its banks. The gains made in reducing deficits, and the hard-won progress on winning popular acceptance of the need for economic austerity, are at risk. To their credit, European political leaders press on to find compromise solutions, but there is increasing concern that time is running out.

In the U.S., the extended period of increasing corporate earnings that enabled the equity markets to withstand the downward pressures coming from weakening job creation and slower economic growth appears to be coming to an end. The Fed remains committed to low interest rates and announced a third phase of quantitative easing (QE3) scheduled to continue until mid-2015. The recent election results have removed a major element of uncertainty in the U.S. political picture, but it remains to be seen whether the outcome will reduce the highly partisan atmosphere in Congress and enable progress on the many pressing fiscal and budgetary issues that must be resolved in the coming months.

During the last twelve months, U.S. investors have experienced a solid recovery in the domestic equity markets with increasing volatility as the 'fiscal cliff' approaches. The experienced investment teams at Nuveen keep their eye on a longer time horizon and use their practiced investment disciplines to negotiate through market peaks and valleys to achieve long-term goals for investors. Experienced professionals pursue investments that will weather short-term volatility and at the same time, seek opportunities that are created by markets that overreact to negative developments. Monitoring this process is an important consideration for the Fund Board as it oversees your Nuveen Fund on your behalf.

As always, I encourage you to contact your financial consultant if you have any questions about your investment in a Nuveen Fund. On behalf of the other members of your Fund Board, we look forward to continuing to earn your trust in the months and years ahead.

Sincerely,

Robert P. Bremner  
Chairman of the Board  
November 21, 2012

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Portfolio Manager's Comments

Nuveen Select Maturities Municipal Fund (NIM)

Portfolio manager Paul Brennan reviews key investment strategies and the six-month performance of the Nuveen Select Maturities Municipal Fund.

What key strategies were used to manage NIM during the six-month reporting period ended September 30, 2012?

During this reporting period, municipal bond prices generally rallied, as strong demand and tight supply combined to create favorable market conditions for municipal bonds. Although the total volume of tax-exempt supply improved over that of the same six-month period a year earlier, the issuance pattern remained light compared with long-term historical trends, and new money issuance was relatively flat. This supply/demand dynamic served as a key driver of performance. Concurrent with rising prices, yields continued to decline across most maturities, especially at the longer end of the municipal yield curve, and the curve flattened. During this period, we saw an increased number of borrowers come to market seeking to take advantage of the low rate environment through refunding activity, with approximately 60% of new municipal paper issued by borrowers that were calling existing debt and refinancing at lower rates.

In this environment, we continued to take a bottom-up approach to discovering sectors that appeared undervalued as well as individual credits that had the potential to perform well over the long term. In general, we were focused on areas of the market where NIM already had good allocations. During this period, the Fund found value in several sectors, including tax-backed bonds and health care. We believed that the tax-backed sector continued to offer opportunities to find resilient credits that provide funding for essential services projects and are supported by a strong revenue stream of taxes or fees. One example of a tax-backed credit we added during this period was unemployment obligation assessment revenue bonds issued in June 2012 by the Michigan Finance Authority as a successor to short term financing completed in December 2011. The new bonds, which were rated AAA by all three national rating agencies, were part of a \$3 billion issue backed by a special tax on employers, with the proceeds used to eliminate the debt incurred when Michigan borrowed money from the federal government to pay unemployment benefits beginning in 2007.

The health care sector also offered attractive opportunities to increase NIM's exposure to this market segment, which was slightly on the light side. During this period, we added several hospital names, ranging in credit quality from AA to BBB, in the primary and secondary markets, including Kaiser in California, Children's Medical Center in Dallas and Phoenix Children's Hospital in Arizona. These purchases tended to have

Certain statements in this report are forward-looking statements. Discussions of specific investments are for illustration only and are not intended as recommendations of individual investments. The forward-looking statements and other views expressed herein are those of the portfolio manager as of the date of this report. Actual future results or occurrences may differ significantly from those anticipated in any forward-looking statements, and the views expressed herein are subject to change at any time, due to numerous market and other factors. The Fund disclaims any obligation to update publicly or revise any forward-looking statements or views expressed herein.

Ratings shown are the highest rating given by one of the following national rating agencies: Standard & Poor's, Moody's Investors Service, Inc. or Fitch, Inc. Credit ratings are subject to change. AAA, AA, A and BBB are investment grade ratings; BB, B, CCC, CC, C and D are below-investment grade ratings. Certain bonds backed by U.S. Government or agency securities are regarded as having an implied rating equal to the rating of such securities. Holdings designated N/R are not rated by these national rating agencies.



longer maturities due to the fact that most of these bonds provided financing for brick and mortar projects. The longer maturities enabled us to take advantage of more attractive yields at the longer end of the municipal yield curve and also supplied some protection for NIM's duration and yield curve positioning.

During this period, we also continued to manage NIM's duration in line with the Fund's intermediate maturity mandate. (In keeping with its investment parameters, NIM maintains an average effective maturity of 12 years or less for its portfolio holdings.) Overall, we believed that NIM was relatively well positioned and we did not make any broad changes in duration or maturity.

Cash for new purchases during this period was generated primarily by the proceeds from a significant number of bond calls resulting from the growth in refinancings. During this period, we actively worked to redeploy these proceeds as well as those from maturing bonds to keep NIM as fully invested as possible. Overall, selling was minimal because the bonds in our portfolios generally offered higher yields than those available in the current marketplace.

How did the Fund perform?

Results for NIM, as well as relevant index information, are presented in the accompanying table.

Average Annual Total Returns on Net Asset Value\* For periods ended 9/30/12

	6-Month	1-Year	5-Year	10-Year
NIM	3.75%	7.10%	5.22%	4.58%
S&P Intermediate Municipal Bond Index**	3.82%	6.62%	6.24%	5.05%
S&P Municipal Bond Index**	4.50%	8.83%	5.84%	5.13%

For the six months ended September 30, 2012, NIM's cumulative return on net asset value (NAV) performed in line with the S&P Intermediate Municipal Bond Index and underperformed the S&P Municipal Bond Index.

Key management factors that influenced the Fund's return for this period included duration and yield curve positioning, credit exposure and sector allocation.

In an environment of declining rates and flattening yield curve, municipal bonds with longer maturities generally outperformed those with shorter maturities during this period. Overall, credits at the longest end of the municipal yield curve posted the strongest returns, while bonds at the shortest end produced the weakest results. NIM generally benefited from its intermediate-term focus, as the majority of the drop in municipal interest rates occurred in maturities of five years or longer. On the whole,

Past performance is not predictive of future results. Current performance may be higher or lower than the data shown. Returns do not reflect the deduction of taxes that shareholders may have to pay on Fund distributions or upon the sale of Fund shares.

For additional information, see the Performance Overview page in this report.

\* Six-month returns are cumulative; all other returns are annualized.

\*\* Refer to the Glossary of Terms Used in this Report for definitions. Indexes are not available for direct investment.



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however, NIM's duration and yield curve positioning modestly detracted from its performance for this period. The Fund's duration was slightly shorter than its target, due in part to its overexposure to bonds at the short end of the yield curve, which hurt the Fund as the market rallied. We continued to hold these shorter bonds in our portfolio because of the higher levels of income they produced. NIM also was overweight in zero coupon bonds, which benefited the Fund during this period as these bonds generally outperformed the market due to their longer durations.

Credit exposure was another important factor in performance during these six months, as lower quality bonds generally outperformed higher quality bonds. This outperformance was due in part to the greater demand for lower rated bonds as investors looked for investment vehicles offering higher yields. As investors became more comfortable taking on additional investment risk, credit spreads or the difference in yield spreads between U.S. Treasury securities and comparable investments such as municipal bonds, narrowed through a variety of rating categories. As a result of this spread compression, NIM generally benefited from its holdings of lower rated credits, with good weightings of bonds rated A and BBB and a correspondingly smaller weighting in the segment of the market rated AAA that underperformed.

During this period, revenue bonds as a whole outperformed the general municipal market. Holdings that generally made positive contributions to NIM's return included health care (together with hospitals), education, transportation, and water and sewer bonds. In particular, NIM had a strong contribution from its health care exposure. Tobacco credits backed by the 1998 master tobacco settlement agreement also performed extremely well, helped in part by their longer effective durations. These bonds also benefited from market developments, including increased demand for higher yielding investments by investors who had become less risk averse. In addition, based on recent data showing that cigarette sales had fallen less steeply than anticipated, the 46 states participating in the agreement stand to receive increased payments from the tobacco companies. As of September 30, 2012, NIM held tobacco credits, which benefited the Fund's performance as tobacco bonds rallied.

In contrast, pre-refunded bonds, which are often backed by U.S. Treasury securities, were the poorest performing market segment during this period. The underperformance of these bonds can be attributed primarily to their shorter effective maturities and higher credit quality. As of September 30, 2012, NIM was overweight in pre-refunded bonds relative to the market average, which detracted from its investment performance. General obligation (GO) bonds and utilities and housing credits slightly lagged the performance of the general municipal market for this period. Although GOs generally tended to trail the market during this period, NIM's holdings of bonds issued by the states of California and Illinois performed well for the Fund, benefiting from the spread compression discussed earlier.

Other Information

RISK CONSIDERATIONS

Fund shares are not guaranteed or endorsed by any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation. Past performance is no guarantee of future results. Fund common shares are subject to a variety of risks, including:

**Investment and Market Risk.** An investment in common shares is subject to investment risk, including the possible loss of the entire principal amount that you invest. Your investment in common shares represents an indirect investment in the municipal securities owned by the Fund, which generally trade in the over-the-counter markets. Your common shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Fund dividends and distributions.

**Price Risk.** Shares of closed-end investment companies like this Fund frequently trade at a discount to their NAV. Your common shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Fund dividends and distributions.

**Tax Risk.** The tax treatment of Fund distributions may be affected by new IRS interpretations of the Internal Revenue Code and future changes in tax laws and regulations.

**Issuer Credit Risk.** This is the risk that a security in a Fund's portfolio will fail to make dividend or interest payments when due.

**Interest Rate Risk.** Fixed-income securities such as bonds, preferred, convertible and other debt securities will decline in value if market interest rates rise.

**Reinvestment Risk.** If market interest rates decline, income earned from a Fund's portfolio may be reinvested at rates below that of the original bond that generated the income.

**Call Risk or Prepayment Risk.** Issuers may exercise their option to prepay principal earlier than scheduled, forcing a Fund to reinvest in lower-yielding securities.

Dividend and Share Price Information

DIVIDEND INFORMATION

During the six-month reporting period ended September 30, 2012, the dividend for NIM remained stable.

NIM seeks to pay stable dividends at rates that reflect the Fund's past results and projected future performance. During certain periods, NIM may pay dividends at a rate that may be more or less than the amount of net investment income actually earned by the Fund during the period. If a Fund has cumulatively earned more than it has paid in dividends, it holds the excess in reserve as undistributed net investment income (UNII) as part of the Fund's NAV. Conversely, if a Fund has cumulatively paid dividends in excess of its earnings, the excess constitutes negative UNII that is likewise reflected in the Fund's NAV. NIM will, over time, pay all of its net investment income as dividends to shareholders. As of September 30, 2012, NIM had a positive UNII balance, based upon our best estimate, for tax purposes and a positive UNII balance for financial reporting purposes.

SHARE REPURCHASES AND PRICE INFORMATION

Since the inception of the Fund's repurchase program, the Fund has not repurchased any of its outstanding shares.

As of September 30, 2012 and during the six-month reporting period, the share price of NIM was trading at a premium of +5.26% to its NAV. The Fund's average premium over the entire six-month reporting period was +1.43%.

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NIM Nuveen Select  
 Performance Maturities  
 OVERVIEW Municipal Fund  
 as of September 30, 2012

Fund Snapshot

Share Price	\$	11.21
Net Asset Value (NAV)	\$	10.65
Premium/(Discount) to NAV		5.26%
Market Yield		3.37%
Taxable-Equivalent Yield <sup>1</sup>		4.68%
Net Assets (\$000)	\$	132,428

Average Annual Total Returns  
 (Inception 9/18/92)

	On Share Price	On NAV
6-Month (Cumulative)	11.53%	3.75%
1-Year	10.89%	7.10%
5-Year	7.90%	5.22%
10-Year	5.66%	4.58%

States<sup>3</sup>

(as a % of total investments)

Illinois	13.2%
Texas	9.5%
New York	8.1%
Florida	7.7%
Pennsylvania	6.9%
Colorado	6.1%
South Carolina	5.2%
California	4.1%
New Jersey	3.8%
Arizona	3.0%
Arkansas	2.7%
Missouri	2.3%
Nevada	1.8%
Michigan	1.8%
Ohio	1.8%
Washington	1.6%
Louisiana	1.6%
North Carolina	1.5%
Indiana	1.4%

at market prices prevailing at the time of sale;

at prices relating to such prevailing market prices; or

at negotiated prices.

Such sales may be effected in the over-the-counter market or on any exchange on which the shares may then be listed. The shares may be sold by one or more of the following:

one or more block trades in which a broker or dealer so engaged will attempt to sell all or a portion of the shares held by the selling stockholders as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker or dealer as principal and resale by such broker or dealer for its account pursuant to this prospectus;

at ordinary brokerage transactions and transactions in which the broker solicits purchasers;

in negotiated transactions; and

through other means.

There is no assurance that any of the selling stockholders will sell any or all of the shares offered by them. The selling stockholders may effect such transactions by selling shares through customary brokerage channels, either through broker-dealers acting as agents or brokers, or through broker-dealers acting as principals, who may then resell the shares, or at private sales or otherwise, at market prices prevailing at the time of sale, at prices

related to such prevailing market prices or at negotiated prices. The selling stockholders may effect such transactions by selling shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of underwriting discounts, concessions, commissions or fees from the selling stockholders and/or purchasers of the shares for whom such broker-dealers may act as agent or to whom they sell as principal, or both (which compensation to a particular broker-dealer might be in excess of customary commissions). Any broker-dealers that participate with the selling stockholders in the distribution of the shares may be deemed to be underwriters, and any commissions received by them and any profit on the resale of the shares positioned by them might be deemed to be underwriting compensation, within the meaning of the Securities Act of 1933, in connection with such sales. To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution.

In connection with sales of their common stock and if permitted by law, the selling stockholders may enter into hedging transactions with broker-dealers. These broker-dealers may in turn engage in short sales of the common stock in the course of hedging their positions. The selling stockholders may also sell the common stock short and deliver common stock to close out short positions, or loan or pledge common stock to broker-dealers that in turn may sell the common stock.

With respect to the shares issued to the selling stockholders, we have agreed to keep the registration statement, of which this prospectus forms a part, effective until the earliest of (i) November 4, 2005, (ii) the date on which all shares offered in this prospectus by the selling stockholders have been sold, or (iii) the date on which all such shares are able to be sold without limitation pursuant to Rule 144(k) under the Securities Act of 1933, as amended.

We will inform the selling stockholders that the antimanipulation rules under the Securities Exchange Act of 1934 (Regulation M-Rule 102) may apply to sales in the market and will furnish the selling stockholders upon request with a copy of these rules. We will also inform the selling stockholders of the need for delivery of copies of this prospectus.

Some states require that any shares sold in that state only be sold through registered or licensed brokers or dealers. In addition, some states require that the shares have been registered or qualified for sale in that state, or that there exists an exemption from the registration or qualification requirements and that the exemption has been complied with.

Any shares covered by the prospectus that qualify for resale pursuant to Rule 144 under the Securities Act of 1933, as amended, may be sold under Rule 144 rather than pursuant to this prospectus.

Our common stock is quoted on the OTC Bulletin Board under the symbol WRPT. Pacific Stock Transfer Company, Las Vegas, NV, is the transfer agent for shares of our common stock.

**SECURITIES TO BE REGISTERED**

**Common Stock**

We are registering shares of our common stock, par value \$0.00001. We have authorized 500,000,000 shares of common stock. The holders of our common stock:

subject to the rights of the holders of our preferred stock, have equal ratable rights to dividends from funds legally available if and when declared by our board of directors;

are entitled to share ratably in all of our assets available for distribution to holders of common stock in the event of a liquidation, dissolution or winding up of our affairs;

do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights; and

are entitled to one non-cumulative vote per share on all matters on which stockholders may vote.

**Preferred Stock**

We also have authorized 50,000,000 shares of preferred stock. Our board of directors is authorized to issue shares of such preferred stock in series, to establish and change the number of shares constituting any series and to provide for and change the voting powers, designations, preferences, redemption prices, conversion rights and liquidation preferences of any such series, subject to limitations prescribed by law and the Certificate of Amendment to our Articles of Incorporation.

*10% Cumulative Convertible Series B Preferred Stock*

Our board of directors has designated 20,000 shares of B Shares, 3,623.72 shares of which are currently outstanding. Each B Share is convertible into approximately 5,556 shares of our common stock. The B Shares have a cumulative dividend of 10% per year, which is payable in cash or stock at the time of conversion. The holders of common stock issuable upon conversion of the B Shares are entitled to registration rights under the Securities Act of 1933 (the

Securities Act ). In the event of a liquidation, dissolution or winding up of our affairs, the holders of B Shares are entitled to payment, in priority to holders of shares of our common stock or any other series of preferred stock that may be designated from time to time with liquidation preferences junior to the B Shares, equal to the purchase price per share (\$1,000) plus any accrued but unpaid dividends. The B Shares are non-voting, except with respect to the rights of such B Shares.

*8% Cumulative Convertible Series A Preferred Stock*



Our board of directors has designated 1,000,000 shares of Series A 8% Cumulative Convertible Preferred Stock (the A Shares ), none of which are currently outstanding. During the first 12 months from the date of issuance, each A Share is convertible into 4 shares of our common stock. Thereafter, the A Shares are convertible into shares of our common stock based upon the average market price of our common stock over the 5-day period immediately preceding the conversion date, subject to a minimum conversion price of \$0.75 per share. The A Shares have a cumulative dividend of 8% per year, which is payable in cash or stock at the time of conversion. The holders of common stock issuable upon conversion of the A Shares are entitled to registration rights under the Securities Act of 1933. In the event of a liquidation, dissolution or winding up of our affairs, the holders of A Shares are entitled to payment, in priority to holders of shares of our common stock or any other series of preferred stock that may be designated from time to time with liquidation preferences junior to the A Shares, equal to the purchase price per share (\$1) plus any accrued but unpaid dividends. The A Shares are non-voting, except with respect to the rights of such A Shares.

Our certificate of incorporation and bylaws contain provisions, such as the authorization of the undesignated preferred stock and prohibitions on cumulative voting in the election of directors, which could make it more difficult for a third party to acquire us.

## LEGAL MATTERS

The legality of the shares is being passed upon for us by Heller Ehrman White & McAuliffe LLP.

## EXPERTS

The consolidated financial statements of WARP Technology Holdings, Inc. appearing in WARP Technology Holdings, Inc.'s Annual Report (Form 10-K) for the year ended June 30, 2003, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon (which contains an explanatory paragraph describing conditions that raise substantial doubt about the Company's ability to continue as a going concern as described in Note 1 to the consolidated financial statements) included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing, as set forth in their report thereon incorporated herein.

## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any document we file with the Securities and Exchange Commission at the public reference room maintained by the Securities and Exchange Commission at 450 Fifth Street, N.W., Washington, D.C. 20549. Copies may also be obtained from the Public Reference Section of the Securities and Exchange Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. You may obtain information on the operations of the public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549 by calling the Securities and Exchange Commission at 1-800-SEC-0330. In addition, the Securities and Exchange Commission maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding registrants who file electronically with the Securities and Exchange Commission. Our common stock is quoted on the OTC Bulletin Board. Reports, proxy statements and other information concerning us may be inspected at the offices of the National Association of Securities Dealers, Inc. located at 1735 Street, N.W., Washington, D.C. 20006.

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commissions. The registration statement contains more information than this prospectus regarding us and our common stock, including certain exhibits and schedules. You can obtain a copy of the registration statement from the Securities and Exchange Commission at the address listed above or from the Securities and Exchange Commission's Internet site (<http://www.sec.gov>).

## ADDITIONAL INFORMATION ABOUT WARP TECHNOLOGY HOLDINGS, INC.

This prospectus is accompanied by a copy of our latest annual report on Form 10-KSB and our latest quarterly report on Form 10-QSB, which contain important information about our business, financial condition and results of operations. The information in this prospectus should be read together with the information and financial statements (including notes thereto) that appear in the Form 10-KSB and the documents referred to below as incorporated herein by reference.



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**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

The Securities and Exchange Commission allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the Securities and Exchange Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we will make with the Securities and Exchange Commission under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 prior to the sale of all the shares of common stock covered by this prospectus:

1. Our Annual Report on Form 10-KSB for the year ended June 30, 2003, which contains audited financial statements for each of the twelve month ended June 30, 2003, six months ended June 30, 2002 and year ended December 31, 2001;
2. Our Quarterly Report on Form 10-QSB for the quarter ended September 30, 2003;
3. Our Quarterly Report on Form 10-QSB for the quarter ended December 31, 2003;
4. All of our filings pursuant to the Securities Exchange Act of 1934 after the date of filing the initial registration statement of which this prospectus forms a part and prior to the effectiveness of the registration statement of which this prospectus forms a part; and
5. The section entitled "Description of Registrant's Securities to be Registered" contained in our Registration Statement on Form 8-A filed on September 27, 2001 pursuant to Section 12(g) of the Securities Exchange Act of 1934 and incorporating by reference the information contained in our Registration Statement on Form SB-2, SEC File No. 333-46884, as amended.

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. You should rely only on the information incorporated by reference, provided in this prospectus or any supplement or that we have referred you to. We have authorized no one to provide you with different information. However, you should realize that the affairs of WARP Technology may have changed since the date of this prospectus. This prospectus will not reflect such changes. You should not consider this prospectus to be an offer or solicitation relating to the securities in any jurisdiction in which such an offer or solicitation relating to the securities is not authorized. Furthermore, you should not consider this prospectus to be an offer or solicitation relating to the securities if the person making the offer or solicitation is not qualified to do so, or if it is unlawful for you to receive such an offer or solicitation.

We will provide without charge to each person, including any beneficial owner, to whom a prospectus is delivered, upon the written or oral request of any such person, a copy of any or all of the documents incorporated by reference herein (other than exhibits to such documents unless such exhibits are specifically incorporated by reference into such documents). Requests for such copies should be directed to WARP Technology Holdings, Inc., Attention: Mr. Gus Bottazzi, 708 3<sup>rd</sup> Avenue, 6<sup>th</sup> Floor, New York, New York 10017, telephone number (212) 962-9277.

No dealer, sales representative or any other person has been authorized to give any information or to make any representations in connection with this offering other than those contained in this prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by us or any of the selling stockholders. This prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities other than the registered securities to which it relates or an offer to, or a solicitation of, any person in any jurisdiction where such offer or solicitation would be unlawful. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date hereof.

**44,140,582 shares**

**WARP Technology Holdings,  
Inc.**

**Common Stock**

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**PROSPECTUS**

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**PART II**
**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution.**

The following table sets forth the estimated costs and expenses payable by the Registrant in connection with the sale and distribution of the common stock being registered. Selling commissions and brokerage fees and any applicable transfer taxes and fees and disbursements of counsel for the selling stockholders are payable individually by the selling stockholders. All amounts shown are estimates except the SEC registration fee.

	<b>Amount</b>
	<b>To be Paid</b>
	<b>_____</b>
SEC registration fee	\$ 1,175
Legal fees and expenses	75,000
Accounting fees and expenses	10,000
Miscellaneous expenses	13,825
	<b>_____</b>
<b>Total</b>	<b>\$ 100,000</b>
	<b>_____</b>

**Item 15. Indemnification of Directors and Officers.**

Under our Articles of Incorporation and Bylaws, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in the Company's best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada. Regarding indemnification for liabilities arising under the Securities Act, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

**Item 16. Exhibits.**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<b>_____</b>	<b>_____</b>
4.1(1)	Specimen Certificate Representing shares of common stock, \$.00001 par value per share, of WARP Technology Holdings, Inc.
4.2(1)	Articles of Incorporation of WARP Technology Holdings, Inc.
4.3(2)	Certificate of Amendment to Articles of Incorporation of WARP Technology Holdings, Inc.

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- 4.4(1) Bylaws of WARP Technology Holdings, Inc.
  - 5.1(\*) Opinion of Heller Ehrman White & McAuliffe LLP.
  - 23.1(\*) Consent of Heller Ehrman White & McAuliffe LLP (contained in Exhibit 5.1).
  - 23.2(\*) Consent of Ernst & Young LLP.
  - 24.1 Power of Attorney (see page II-3).
- 

- (1) Incorporated herein by reference to the exhibits to WARP Technology Holdings, Inc. s Registration Statement on Form SB-2 (File No. 333-46884).
- (2) Incorporated herein by reference to the exhibits to WARP Technology Holdings, Inc. s Annual Report on Form 10-KSB for the year ended June 30, 2003 (File No. 000-33197).
- (\*) Filed herewith.

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**Item 17. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales of securities are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Act");

(ii) to reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) to include any additional or changed material information on the plan of distribution;

(2) for determining liability under the Act, to treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering; and

(3) to file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(b) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-2 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 12, 2004.

**WARP TECHNOLOGY HOLDINGS, INC.**

By: /s/ GUS BOTTAZZI

**Gus Bottazzi**

**President and Chief Executive Officer**

**(Principal Executive Officer)**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, Gus Bottazzi and John Gnip, and each of them, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and any and all Registration Statements filed pursuant to Rule 462 under the Securities Act of 1933, in connection with or related to the Offering contemplated by this Registration Statement and its amendments, if any, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said Registration Statement.

**Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:**

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ GUS BOTTAZZI <hr/> <b>(Gus Bottazzi)</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2004
/s/ MALCOLM COSTER <hr/> <b>(Malcolm Coster)</b>	Principal Accounting Officer and Director	February 12, 2004
/s/ GREG PARKER <hr/> <b>(Greg Parker)</b>	Director	February 12, 2004

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/s/ JOHN GNIP

Director

February 12, 2004

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(John Gnip)

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**WARP Technology Holdings, Inc.**

**INDEX TO EXHIBITS**

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