

FERMANIS JOHN N  
Form 5  
February 17, 2009

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
FERMANIS JOHN N

2. Issuer Name and Ticker or Trading Symbol  
IR BIOSCIENCES HOLDINGS INC  
[IRBS]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

8767 E. VIA DE VENTURA, SUITE 190  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
(check applicable line)

SCOTTSDALE, AZ 85258

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	05/18/2005	^	J4(2)	100,000 A	\$ 0.42 10,000 (1)	D	^
Common Stock	03/10/2006	^	J4(2)	100,000 A	\$ 0.3 10,000 (1)	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security
					(A)	(D)	Date Exercisable	Expiration Date		
Warrant to purchase Common Stock	\$ 0.25	05/06/2004	Â	G4	5,000	Â	05/06/2004	05/08/2009	Common	5,000
Warrant to purchase Common Stock	\$ 0.308	05/06/2005	Â	A4	12,500	Â	05/06/2005	05/06/2010	Common	12,500
Warrant to purchase Common Stock	\$ 0.158	07/14/2006	Â	A4	62,500	Â	07/14/2006	07/14/2011	Common	62,500
Options to purchase Common Stock	\$ 0.166	08/01/2007	Â	A4	900,000	Â	08/31/2007	07/31/2017	Common	900,000
Options to purchase Common Stock	\$ 0.195	08/01/2007	Â	A4	500,000	Â	08/31/2007	07/31/2017	Common	500,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERMANIS JOHN N 8767 E. VIA DE VENTURA SUITE 190 SCOTTSDALE, AZ 85258	Â	Â	Â Chief Financial Officer	Â

## Signatures

John N.  
Fermanis

02/17/2009

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Adjusted for 1 for 10 stock split in August 2008.
  - (2) Issued per employment agreement dated December 22, 2004

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.