

CoroWare, Inc,  
Form 8-K  
March 16, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 10, 2011

CoroWare, Inc.  
(Exact name of registrant as specified in its charter)

Delaware (State of Other Jurisdiction of Incorporation)	000-33231 (Commission File Number)	95-4868120 (IRS Employer Identification Number)
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1410 Market Street, Suite 200  
Kirkland, Washington 98033  
(Address of principal executive offices)

(800) 641-2676  
(Registrant's telephone number, including area code)

Copies to:

Gary L. Blum, Esq.  
Law Offices of Gary L. Blum  
3278 Wilshire Boulevard, Suite 603  
Los Angeles, CA 90010  
Phone: (213) 381-7450

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Fax: (213) 384-1035

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the 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))
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Item 3.02 Unregistered Sales of Equity Securities

On March 10, 2011, CoroWare, Inc. (“Issuer”) issued 12,000,000 shares of its common stock for an aggregate offering price of \$6,000 upon conversion by the holder of a convertible promissory note made by the Issuer. The Issuer relied upon the exemption under section 4(2) of the Securities Act of 1933 in issuance of the shares.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
	None.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COROWARE, INC.

Date: March 15, 2011

By: /s/ Lloyd Spencer  
Lloyd Spencer  
Chief Executive Officer