

CoroWare, Inc,
Form 10-K/A
April 25, 2012

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

FORM 10-K/A

Amendment No. 2

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER: 000-33231

COROWARE, INC.
(EXACT NAME OF THE
COMPANY AS SPECIFIED IN ITS
CHARTER)

| | |
|-------------------|---------------------|
| Delaware | 95-4868120 |
| (State or Other | (I.R.S. Employer |
| Jurisdiction | Identification No.) |
| of Incorporation) | |

1410 Market Street, Suite 200
Kirkland, WA 98033
(ADDRESS OF PRINCIPAL
EXECUTIVE OFFICES)

(800) 641-2676
(ISSUER REGISTRANT
TELEPHONE NUMBER)

Securities registered under Section 12(b) of the Exchange Act: None.

Securities registered under Section 12(g) of the Exchange Act: Common Stock,
\$0.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act
Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and, (2) has been subject to such filing requirements for the past 90 days. Yesx Noo

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (S.232.405 of this chapter) during the preceding 12 months (or for such shorter time period that the registrant was required to submit and post such files). Yesx Noo

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K ({section} 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated file
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the of the registrant's common stock held by non-affiliates of the registrant, computed by reference to price at which the common equity was sold, or the average bid and asked price of such common stock as of April 11, 2012, was \$213,914. For purposes of this computation, the registrant has excluded the market value of all shares of its common stock reported as being beneficially owned by executive officers and directors and holders of more than 10% of the common stock on a fully diluted basis of the registrant; such exclusion shall not, however, be deemed to constitute an admission that any such person is an "affiliate" of the registrant.

As of April 11, 2012 there were 2,153,324,939 shares of the issuer's \$.0001 par value common stock outstanding.

EXPLANATORY NOTE – AMENDMENT NO. 2

The sole purpose of this Amendment No. 2 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2011 of Coroware, Inc. (the “Company”) filed with the Securities and Exchange Commission on April 16, 2012 (the “Form 10-K”) is to furnish Exhibit 3.1.3 to the Form 10-K in accordance with Item 601 of Regulation S-K.

No other changes have been made to the Form 10-K. This Amendment No. 2 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

ITEM 15. EXHIBITS

The following exhibits are filed as part of this report:

| Exhibit No. | Title of Document |
|-------------|---|
| 3.1.3 | <u>Amendment to Articles of Incorporation filed January 3, 2012</u> |

SIGNATURES

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, thereunto duly authorized.

Coroware, Inc.
(Registrant)

Date: April 24, 2012

/s/ Lloyd Spencer
Lloyd Spencer
Chief Executive Officer and Chief Financial Officer

-4-
