



**3278 Wilshire Boulevard, Suite 603**

**Los Angeles, CA 90010**

**Phone: (213) 381-7450**

**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))

### **Item 3.03 Material Modification of Rights of Security Holders**

On July 6, 2012, CoroWare, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a certificate of amendment to the Company’s certificate of incorporation to give effect to a 1-for-200 reverse stock split (the “Reverse Split”) of the Company’s common shares. The Company has submitted to FINRA the requisite notification of the corporate action. There were **2,293,324,939** shares of Company common stock outstanding as of July 6, 2012, an amount that corresponds to **11,466,625** shares of Company common stock outstanding after completion of the Reverse Split.

### **Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
--------------------	--------------------

3.1	Certificate of Amendment of Certificate of Incorporation filed on July 6, 2012,
-----	---

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: July 11, 2012 /s/ Lloyd Spencer Lloyd Spencer

Chief Executive Officer