

## Submission Data File

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Subject-Company CIK	
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Contact Name	Chris Pinilla
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Filer File Number	
Filer CIK*	0001476638 [Rackwise, Inc.]
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Items*	3.02 Unregistered Sales of Equity Securities
SROS*	NONE
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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): February 21, 2014

**RACKWISE, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or Other Jurisdiction of Incorporation)

**000-54519**  
(Commission File Number)

**27-0997534**  
(I.R.S. Employer Identification Number)

**2365 Iron Point Road, Suite 190**  
**Folsom, CA 95630**  
(Address of principal executive offices, including zip code)

**(888) 818-2385**  
(Registrant's telephone number, including area code)

(Former address if changed since last report)

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 3.02 Unregistered Sales of Equity Securities.**

On February 21, 2014 we issued 620,000 units consisting of 620,000 shares of our common stock and 620,000 five year warrants, each to purchase one additional share of our common stock at a price of \$0.50 per share to two persons in consideration of their conversion of \$310,000 in loans made by them to us in August and September 2013 at a conversion price of \$0.50 per unit.

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**SIGNATURES**

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

Dated: February 24, 2014

**RACKWISE, INC.**

By: /s/ Guy A. Archbold  
Guy A. Archbold  
Chief Executive Officer, President and  
Chairman of the Board

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