

**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): **July 29, 2013**

**RACKWISE, INC.**

(Exact name of registrant as specified in its charter)

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

**333-1763172**  
(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 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On July 29, 2013, we filed a Certificate of Amendment with the Nevada Secretary of State to effect a 1:300 reverse stock split (the “Reverse Split”). The effective date of the Reverse Split will be August 2, 2013 (the “Effective Date”). On the Effective Date, every 300 outstanding shares of our common stock shall, without further action by us or the holders thereof, become one share of common stock. No fractional shares shall be issued in connection with the Reverse Split. A stockholder who would otherwise be entitled to receive a fractional share will be entitled to receive one whole share. As of the Effective Date, our authorized shares of common stock shall be reduced in proportion to the split ratio. Accordingly, our 300,000,000 shares of authorized common stock prior to the Effective Date shall become 1,000,000 shares of authorized common stock on the Effective Date. Under Nevada law, the Reverse Split and corresponding reduction in authorized common stock did not require shareholder approval. The Reverse Split did not effect our authorized preferred stock which remains at 10,000,000 shares.

**Item 8.01 Other Events.**

On July 31, 2013, we received approval from the Financial Industry Regulatory Authority (“FINRA”) to effectuate a 1-for-300 reverse stock split of all of our issued and outstanding shares of common stock in the market at the open of business on August 2, 2013. At such time, our trading symbol will temporarily change to “RACKD”. The added “D” will remain for 20 business days after which our trading symbol will revert back to “RACK”. As discussed in Item 5.03 above, when the reverse stock split becomes effective, every three hundred shares of our pre-split issued and outstanding shares of our common stock, par value 0.0001 per share, shall be automatically converted into one post-split share of our common stock, without any change in the par value of the shares, and with a corresponding reduction of the number of shares of common stock we are authorized to issue. All fractional shares which would otherwise result from the reverse stock split will be rounded up. The new CUSIP number for our common stock following the reverse stock split will be 75008R203. Immediately prior to the reverse stock split we will have 135,065,034 common shares issued and outstanding and we will have approximately 450,318 common shares issued and outstanding immediately after the reverse stock split.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment to the Articles of Incorporation of Rackwise, Inc., filed with the Secretary of State of the State of Nevada on July 29, 2013.

**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.

**RACKWISE, INC.**

A handwritten signature in black ink, appearing to read "Guy A. Archbold", written over a horizontal line.

Dated: August 1, 2013

By: /s/ Guy A. Archbold

Guy A. Archbold  
Chief Executive Officer, President and  
Chairman of the Board



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: www.nvsos.gov



\*090201\*

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of	Document Number
	<b>20130499026-46</b>
Ross Miller	Filing Date and Time
Secretary of State	<b>07/29/2013 2:25 PM</b>
State of Nevada	Entity Number
	<b>E0404132010-9</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Rackwise, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 3 of the Articles of Incorporation of the Corporation have been amended as set forth in Exhibit A attached hereto and made a part hereof by this reference.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: N/A

4. Effective date and time of filing: (optional) Date: 08/02/2013 Time: 12:01 a.m.

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Amend Profit-After  
Revised: 8-31-11

**Exhibit A**

Article 3 of the Corporation's Articles of Incorporation shall be amended and restated in its entirety to read follows:

**"3. Authorized Stock:**

- (a) The Corporation is authorized to issue two classes of stock, to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is three hundred and ten million (310,000,000) shares, of which three hundred million (300,000,000) shares shall be Common Stock, each having a par value of \$0.0001, and ten million (10,000,000) shares shall be Preferred Stock, each having a par value of \$0.0001. As of the effective date of the filing of this Certificate of Amendment with the Nevada Secretary of State (the "Effective Date"), every 300 (the "Reverse Split Factor") outstanding shares of Common Stock shall without further action by this Corporation or the holder thereof be combined into and automatically become one share of Common Stock (the "Reverse Stock Split"). No fractional shares will be issued in connection with the Reverse Stock Split. A shareholder of record who otherwise would be entitled to receive a fractional share will be entitled to receive one whole share. As of the Effective Date, the total number of shares that the Corporation is authorized to issue is eleven million (11,000,000) shares, of which one million (1,000,000) shares shall be Common Stock, each having a par value of \$0.0001, and ten million (10,000,000) shares be Preferred Stock, each having a par value of \$0.0001.
  
- (b) The Board of Directors shall have authority to prescribe and provide for, by resolution or resolutions adopted by the Board of Directors, the issuance of Preferred Stock from time to time in one or more classes and/or series, the distinguishing designation for each class or series of Preferred Stock, the number of each class or series of Preferred Stock and the voting powers, designations, preferences and relative, participating, optional or other rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions, if any, thereof, and to increase or decrease the number of shares of any class or series of Preferred Stock subsequent to the issuance of shares of that class or series, but not below the number of shares of such class or series then outstanding, all to the full extent permitted by the Nevada Revised Statutes, or any successor law(s) of the State of Nevada. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. Without limiting the generality of the foregoing, any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of a class or series of Preferred Stock, and any rate, condition or time for payment of distributions on any class or series of Preferred Stock, may be made dependent upon any fact or event which may be ascertained outside these Articles of Incorporation or the resolution adopted by the Board of Directors if the manner in which such fact or event may operate is stated in the resolution. As used in this paragraph, "fact or event" includes, without limitation, the existence of a fact or occurrence of an event, including, without limitation, a determination or action by a person, the Corporation itself or any government, governmental agency or political subdivision of a government."