

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

CoroWare, Inc,

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933****CoroWare, Inc.***(Exact name of registrant as specified in its charter)***Delaware***(State or other jurisdiction of
incorporation or organization)***95-4868120***(I.R.S. Employer
Identification No.)*1410 Market Street
Suite 200
Kirkland, WA 98033
(800) 641-2676*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)***2013 Stock Incentive Plan***(Full title of plan)***Lloyd T. Spencer
Chief Executive Officer
CoroWare, Inc.**1410 Market Street
Suite 200
Kirkland, WA 98033
(800) 641-2676*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

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 12b2 of the Exchange Act.

Large accelerated filer Accelerated Filer Non-accelerated filer Smaller Reporting Company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(3)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	50,000,000	\$0.0004	\$20,000	\$2.73

(1) Represents shares we may issue pursuant to written agreement(s) for services rendered or to be rendered to us in accordance with the requirements to register securities on Form S-8 and pursuant to our 2013 Stock Incentive Plan.

(2) Computed pursuant to Rule 457(h) and (c) of the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee and not as a representation as to any actual proposed price.

(3) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement shall also cover any additional shares of Common Stock issued pursuant under the 2013 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding Common Stock of CoroWare, Inc.

PART I
Information Required in the Section 10(a) Prospectus

Item 1. PLAN INFORMATION

General Plan Information

We are registering fifty million (50,000,000) shares of our Common Stock (the "Common Shares") on this Form S-8 Registration pursuant to our 2013 Stock Incentive Plan. Our Board of Directors has authorized the issuance of the Common Shares to Employees upon effectiveness of this Registration Statement. For purposes of this Registration Statement and our 2013 Stock Incentive Plan, the term "Employee" includes any employee, director, consultant, attorney or advisor.

Plan Purpose

Our 2013 Stock Incentive Plan- is to afford us a method of compensation for selected Employees and to advance our best interests by providing Employees with additional incentives to remain loyal and provide us with services by granting those shares of our Common Shares. We will issue the Common Shares to Employees pursuant to written consulting and employment agreements and the 2013 Stock Incentive Plan. The 2013 Stock Incentive Plan has been approved by our Board of Directors. The 2013 Stock Incentive Plan is intended to compensate Employees for services rendered to us. The Employees who will participate in 2013 Stock Incentive Plan have agreed or will agree in the future to provide their expertise and advice to us for the purposes and consideration set forth in their written agreements pursuant to the 2013 Stock Incentive Plan. The services to be provided by the Employees will not be rendered in connection with: (i) capital-raising transactions; (ii) direct or indirect promotion of our Common Shares; (iii) maintaining or stabilizing a market for our Common Shares. Our Board of Directors may at any time alter, suspend or terminate the 2013 Stock Incentive Plan.

We will provide to each Recipient a written statement advising it of the availability of documents incorporated by reference in Item 3 of Part II of this Registration Statement and of documents required to be delivered pursuant to Rule 428(b) under the Securities Act without charge and upon written or oral notice by contacting:

Lloyd T. Spencer
Chief Executive Officer
CoroWare, Inc.
1410 Market Street
Suite 200
Kirkland, WA 98033
(800) 641-2676

The 2013 Stock Incentive Plan is not subject to any provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Securities to be Offered

We are registering fifty million (50,000,000) shares of our Common Shares, \$0.0001 par value per share (the "Common Shares"), which may be issued by our Board of Directors from time to time to our Employees for services as allowed for securities registered on Form S-8. See also Part II. Item 4. Description of Securities.

Employees who may Participate

We will issue Common Shares to an Employee only if:

- (1) we have a written agreement with the Employee for services;
- (2) he or she is a natural person;
- (3) he or she provides bona fide services to us; and
- (4) the services are not in connection with the offer or sale of securities in a capital-raising transaction, and do not directly or indirectly promote or maintain a market for our securities.

Purchase of Securities Pursuant to the 2013 Stock Incentive Plan and Payment for Shares Offered

Employees shall have Common Shares issued to them as full consideration for their services. Employees shall be deemed to have been paid in full for the shares which they will receive as compensation for their services under our 2013 Stock Incentive Plan. Employees are permitted to receive an aggregate of fifty million (50,000,000) Common Shares. The Common Shares issued pursuant to our 2013 Stock Incentive Plan will be issued directly from our treasury and no fees, commissions or other charges will be paid by us to any party.

Resale Restrictions

The Common Shares being registered on this Registration Statement are available for resale as of the date of effectiveness of this registration statement, which is upon filing with the SEC.

Tax Effects of Employees Who Participate in the 2013 Stock Incentive Plan

Employees will realize income when they receive the Common Shares, based on their agreement with us, and may realize a gain when they sell the Common Shares, based on the sale price they receive versus the purchase price. We do not foresee a tax consequence for ourselves. The 2013 Stock Incentive Plan does not, to the best of our knowledge, qualify under Section 401(a) of the Internal Revenue Code.

Tax Treatment to Us

The amount of income recognized by any recipient hereunder in accordance with the foregoing discussion will be a tax deductible expense by us for federal income tax purposes in the taxable year during which we recognize income.

Investment of Funds

We will not receive funds in consideration of the Common Shares. The Common Shares are being issued in consideration for services rendered to us. We will not receive proceeds from the sale of the Common Shares by the recipients of the Common Shares.

Withdrawal from the 2013 Stock Incentive Plan; Assignment of Interest

No withdrawal or termination terms are currently contemplated. No assignment or hypothecation terms are currently contemplated, but we may permit at our sole discretion an assignment of the interests if Employees request to assign their interest to a third party; however, no assignment will be permitted to any person or entity performing services to us which relate to the offer or sale of our securities in a capital-raising transaction or the direct or indirect promotion or maintenance of a market for our Common Shares.

Forfeitures and Penalties

There is currently no contemplated forfeiture or penalty event.

Charges, Deductions and Liens

There are no charges or deductions currently contemplated. There are no creations of lien terms currently contemplated.

Available Information

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and, in accordance therewith, we file reports and other information with the Securities and Exchange Commission. Reports and other information filed with the Commission can be inspected and copied at the public reference facilities of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549. Copies of this material can also be obtained at prescribed rates from the Public Reference Section of the Commission at its principal office at 450 Fifth Street, N.W., Washington, D.C. 20549. The Commission also maintains a website on the internet that contains reports, information statements and other information regarding registrants that file electronically with the Commission at <http://www.sec.gov>.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II**Information Required in the Registration Statement****Item 3. Incorporation of Documents by Reference**

The Commission allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this Registration Statement, and information that we file later with the Commission will automatically update and supersede this information. We incorporate by reference the following documents we have filed, or may file, with the Commission:

- (1) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the Commission on April 16, 2012;
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by Registrant's latest annual report referred to in (1) above.
- (3) A description of our common stock contained in our registration statement on Form 8-A filed October 9, 2001.

All documents we file pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities covered hereby then remaining unsold, are deemed to be incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents.

Any information that we later file with the Commission will automatically update and supersede the information and statements contained in a document incorporated or deemed to be incorporated by reference herein. Any such information or statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute part of this Registration Statement. Under no circumstances will any information filed under items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities

Common Stock

We are authorized to issue 3,000,000,000 shares of Common stock, \$0.0001 par value. As of the date of this registration statement, we had 623,071,603 Common Shares issued and outstanding

Each one (1) share of Common Stock entitles the holder to one (1) vote, either in person or by proxy, at meetings of our shareholders

Holders of our Common Shares are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefore after payment to our Preferred holders. We have not paid any dividends since our inception, and we presently anticipate that all earnings, if any, will be retained for development of our business. Any future disposition of dividends will be at the discretion of our Board of Directors and will depend upon, among other things, our future earnings, operating and financial condition, capital requirements, and other factors

Holders of our common stock have no preemptive rights or other subscription rights, conversion rights, redemption or sinking fund provisions. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to share ratably in the net assets legally available for distribution to shareholders after the payment of all of our debts and other liabilities

Preferred Stock

We are authorized to issue 500,000 shares of Series E Preferred Stock, \$0.001 par value per share (the "Preferred Stock"), of which 50,000 are issued and outstanding. The Board of Directors is authorized to fix by resolution the voting, conversion, dividend rights and dividend rates and other rights and preferences of our Series E Preferred Stock.

We are authorized to issue 500,000 shares of Series D Preferred Stock, \$0.001 par value per share (the "Preferred Stock"), of which 100,000 are issued and outstanding. The Board of Directors is authorized to fix by resolution the voting, conversion, dividend rights and dividend rates and other rights and preferences of our Series D Preferred Stock.

We are authorized to issue 500,000 shares of Series C Preferred Stock, \$0.001 par value per share (the "Preferred Stock"), none of which are issued and outstanding. The Board of Directors is authorized to fix by resolution the voting, conversion, dividend rights and dividend rates and other rights and preferences of our Series C Preferred Stock.

We are authorized to issue 1,000,000 shares of Series B Preferred Stock, \$0.001 par value per share (the "Preferred Stock"), of which 159,666 are issued and outstanding. The Board of Directors is authorized to fix by resolution the voting, conversion, dividend rights and dividend rates and other rights and preferences of our Series B Preferred Stock.

Item 5. Interests of Named Experts and Counsel.

The legality of the shares offered under this registration statement is being passed upon by Law Offices of Gary L. Blum. Gary L. Blum, the principal of Law Offices of Gary L. Blum, holds 407,353 shares of our common stock in escrow upon effectiveness of this Registration Statement.

Item 6. Indemnification Of Directors and Officers And Disclosure Of Commission Position On Indemnification For Securities Act Liabilities

Under the Delaware General Corporation Law and our Articles of Incorporation, as amended, and our Bylaws, our directors will have no personal liability to us or our stockholders for monetary damages incurred as the result of the breach or alleged breach by a director of his "duty of care." This provision does not apply to the directors' (i) acts or omissions that involve intentional misconduct or a knowing and culpable violation of law, (ii) acts or omissions that a director believes to be contrary to the best interests of the corporation or its stockholders or that involve the absence of good faith on the part of the director, (iii) approval of any transaction from which a director derives an improper personal benefit, (iv) acts or omissions that show a reckless disregard for the director's duty to the corporation or its stockholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of serious injury to the corporation or its stockholders, (v) acts or omissions that constituted an unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation or its stockholders, or (vi) approval of an unlawful dividend, distribution, stock repurchase or redemption. This provision would generally absolve directors of personal liability for negligence in the performance of duties, including gross negligence.

The effect of this provision in our Articles of Incorporation and Bylaws is to eliminate the rights of our Company and our stockholders (through stockholder's derivative suits on behalf of our Company) to recover monetary damages against a director for breach of his fiduciary duty of care as a director (including breaches resulting from negligent or grossly negligent behavior) except in the situations described in clauses (i) through (vi) above. This provision does not limit nor eliminate the rights of our Company or any stockholder to seek non-monetary relief such as an injunction or rescission in the event of a breach of a director's duty of care. In addition, our Bylaws provide that if the Delaware General Corporation Law is amended to authorize the future elimination or limitation of the liability of a director, then the liability of the directors will be eliminated or limited to the fullest extent permitted by the law, as amended. The Delaware General Corporation Law grants corporations the right to indemnify their directors, officers, employees and agents in accordance with applicable law.

Under the Delaware General Corporation Law and our Articles of Incorporation, as amended, and our Bylaws, our directors will have no personal liability to us or our stockholders for monetary damages incurred as the result of the breach or alleged breach by a director of his "duty of care." This provision does not apply to the directors' (i) acts or omissions that involve intentional misconduct or a knowing and culpable violation of law, (ii) acts or omissions that a director believes to be contrary to the best interests of the corporation or its stockholders or that involve the absence of good faith on the part of the director, (iii) approval of any transaction from which a director derives an improper personal benefit, (iv) acts or omissions that show a reckless disregard for the director's duty to the corporation or its stockholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of serious injury to the corporation or its stockholders, (v) acts or omissions that constituted an unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation or its stockholders, or (vi) approval of an unlawful dividend, distribution, stock repurchase or redemption. This provision would generally absolve directors of personal liability for negligence in the performance of duties, including gross negligence. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act" or "Securities Act") may be permitted to directors, officers or persons controlling our Company pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 7. Exemptions from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 5.1 Opinion of Law Offices of Gary Blum as to the legality of the common stock registered hereby.
- 10.1 CoroWare, Inc. 2013 Stock Incentive Plan
- 23.1 Consent of Lake & Associates, CPA's
- 23.3 Consent of Law Offices of Gary L. Blum (included in Exhibit 5.1).

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided however, that paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on January 21, 2013.

COROWARE, INC.

By: /s/ LLOYD T. SPENCER

Lloyd T. Spencer
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Lloyd T. Spencer</u> Lloyd T. Spencer	Chief Executive Officer, Interim Chief Financial Officer and Director	January 21, 2013
<u>/s/ Martin Nielson</u> Martin Nielson	Director	January 21, 2013
<u>/s/ John Kroon</u> John Kroon	Chairman and Director	January 21, 2013

INDEX TO EXHIBITS

Exhibit Number Description

- 5.1 Opinion of Law Offices of Gary Blum as to the legality of the common stock registered hereby
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 - 23.1 Consent of Lake & Associates, CPA's
 - 23.3 Consent of Law Offices of Gary L. Blum (included in Exhibit 5.1)
-

Exhibit 5.1
LAW OFFICES OF
GARY L. BLUM
3278 WILSHIRE BOULEVARD
SUITE 603
LOS ANGELES, CALIFORNIA 90010

GARY L. BLUM

TELEPHONE: (213) 381-7450

EMAIL: GLBLAW@AOL.com

FACSIMILE: (213) 384-1035

January 21, 2013

Coroware, Inc.

1410 Market Street, Suite 200

Kirkland, WA 98033

RE: Coroware, Inc.: Registration Statement on Form S-8:

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 50,000,000 shares of common stock, \$0.0001 par value per share (the "Shares"), of Coroware, Inc., a Delaware corporation (the "Company"), authorized for issuance pursuant to the Company's 2013 Incentive Stock Plan (the "2013 Plan").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, as filed with the Commission under the Act on the date hereof; (ii) the 2013 Plan; (iii) the Certificate of Incorporation of the Company, as amended to date; and (iv) the By-laws of the Company; and such other documents, corporate records and questions of law as we have deemed necessary solely for the purpose of enabling us to render the opinions expressed herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials. The opinion set forth below is subject to the following further qualifications, assumptions and limitations that:

(a) all Shares will be issued in accordance with the terms of the 2013 Plan;

(b) the consideration received by the Company for each Share delivered pursuant to the 2013 Plan shall not be less than the par value of the Common Stock; and

(c) the registrar and transfer agent for the Common Stock will duly register such issuance and countersign the stock certificates evidencing such Plan Shares and such stock certificates will conform to the specimen certificates examined by us.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance and, when delivered and paid for in accordance with the terms of the 2013 Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Law Offices of Gary L. Blum

Law Offices of Gary L. Blum

Exhibit 10.1
CoroWare, Inc.
2013 Stock Incentive Plan

This 2013 Stock Incentive Plan (the "Plan") is made as of the 21st day of January 2013, by CoroWare, Inc., a Delaware corporation (the "Company"), for the Company's employees and consultants ("the Recipients").

RECITALS:

The Company desires under agreement to grant compensation to Recipients, in exchange for services provided to the Company, in the form of shares of the Company's Common Stock (the "Common Stock"), pursuant to the provisions set forth herein;

1. Grant of Shares. The Company shall grant to the Recipients from time to time the following shares of the Company's Stock (the "Shares"):

CLASS OF STOCK	NUMBER OF SHARES
Common Shares	50,000,000

2. Services. Recipients shall provide bona fide services to the Company not in connection with capital-raising, promotional or investor relations activities. Recipients shall provide bona fide services to the Company which do not relate directly or indirectly to promotion or maintenance of a market in the Company's Common Shares.

3. Compensation. Recipients' compensation is the Shares identified herein. Recipients are responsible for all income taxes.

4. Registration or Exemption. Notwithstanding anything to the contrary contained herein, the Shares will be registered on Form S-8 Registration Statement dated on or about January 22, 2013.

5. Delivery of Shares. The Company shall deliver to the Recipients such shares for services pursuant to written agreements for services between the Company and each Recipient.

6. Adjustments. If the then outstanding shares of Common Shares are increased, decreased, changed or exchanged for a different number or kind of shares or securities through merger, consolidation, combination, exchange of shares, other reorganization, recapitalization, reclassification, stock dividend, stock split or reverse stock split, then an appropriate and proportionate adjustment shall be made in the maximum number and kind of shares or securities as to which Shares may be granted under this Plan. A corresponding adjustment changing the number and kind of shares or securities allocated to Shares, or portions thereof, which shall have been granted prior to any such change, shall likewise be made.

7. Waiver. No waiver is enforceable unless in writing and signed by such waiving party and any waiver shall not be construed as a waiver by any other party or of any other or subsequent breach.

8. This Plan may be amended from time to time by the Company's Board of Directors.

9. Governing Law. This Plan shall be governed by the laws of the State of Delaware.

10. Assignment and Binding Effect. Neither this Plan nor any of the rights, interests or obligations hereunder shall be assigned by any Recipient hereto without the prior written consent of the Company's Board of Directors, except as otherwise provided herein.

11. This Plan shall be binding upon and for the benefit of the parties hereto and their respective heirs, permitted successors, assigns and/or delegates.

12. Integration and Captions. This Plan includes the entire understanding of the parties hereto with respect to the subject matter hereof. The captions herein are for convenience and shall not control the interpretation of this Plan.

13. Legal Representation. Each party has been represented by independent legal counsel in connection with this Plan, or each has had the opportunity to obtain independent legal counsel and has waived such right, and no tax advice has been provided to any party.

14. Construction. Each party acknowledges and agrees having had the opportunity to review, negotiate and approve all of the provisions of this Plan.

15. Cooperation. The parties agree to execute such reasonable necessary documents upon advice of legal counsel in order to carry out the intent and purpose of this Plan as set forth herein above.

16. Handwritten Provisions. Any handwritten provisions hereon, if any, or attached hereto, which have been initialed by all of the parties hereto, shall control all typewritten provisions in conflict therewith.

17. Fees, Costs and Expenses. Each of the parties hereto acknowledges and agrees to pay, without reimbursement from the other party(ies), the fees, costs, and expenses incurred by each such party incident to this Plan.

18. Consents and Authorizations. By the execution herein below, each party (i) acknowledges and agrees that each such party has the full right, power, legal capacity and authority to enter into this Plan, and the same constitutes a valid and legally binding Plan of each such party in accordance with the terms, conditions and other provisions contained herein; and (ii) acknowledges the receipt of an executed copy hereof, and made a part hereof by this reference.

19. Gender and Number. Unless the context otherwise requires, references in this Plan in any gender shall be construed to include all other genders, and references in the singular shall be construed to include the plural and vice-versa.

The undersigned representing sufficient voting power of the Board of Directors of the Corporation have duly approved this Plan on January 21, 2013.

/s/ Lloyd T. Spencer

Lloyd T. Spencer

/s/ Martin Nielson

Martin Nielson

/s/ John Kroon

John Kroon

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of CoroWare, Inc. of our report dated April 16, 2012 relating to our audit of the consolidated financial statements of CoroWare, Inc. and subsidiaries as of and for the year ended December 31, 2011 which appears in the Annual report on Form 10K for the year ended December 31, 2011.

We also consent to the reference to our firm under the caption “experts” in the Prospectus, which is part of the this registration statement

Schaumburg IL

January 22, 2013

/s/ Lake & Associates CPA's LLC

Lake & Associates CPA's LLC
