

Rackwise, Inc.
Form 5
April 09, 2013

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
KYEES JOHN E

(Last) (First) (Middle)

C/O RACKWISE, INC., 2365
IRON POINT ROAD, SUITE 190

(Street)

2. Issuer Name and Ticker or Trading
Symbol
Rackwise, Inc. [RACK]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

FOLSOM, CA 95630

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â (A) or (D) Price	807,000 ⁽¹⁾ <u>(2)</u>	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**

SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: Rackwise, Inc. - Form 5

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Common Stock Warrants (right to buy)	\$ 0.625	09/21/2011	Â	C	203,500 Â	09/21/2011 09/20/2016	Common Stock
Common Stock Warrants (right to buy)	\$ 1	01/13/2012	Â	P	100,000 Â	01/13/2012 01/12/2017	Common Stock
Director Stock Option (right to buy)	\$ 0.348	07/18/2012	Â	A	500,000 Â	07/18/2012 ⁽⁵⁾ 07/17/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KYEES JOHN E C/O RACKWISE, INC. 2365 IRON POINT ROAD, SUITE 190 FOLSOM, CA 95630	Â X	Â	Â	Â

Signatures

/s/ John Kyees 04/08/2013

__Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person became a director of the Issuer on July 18, 2012.

(2) Represents the reporting person's ownership on reported securities prior to being appointed as a director of the Issuer.

The reporting person converted a \$100,000 Promissory Note plus interest on September 21, 2011 to the Units of the Issuer at a conversion price of \$0.25 per Unit resulting in his acquisition of 407,000 Units. Each Unit consists of one share of common stock and one warrant to purchase one-half share of common stock at the exercise price of \$0.625 per share.

Edgar Filing: Rackwise, Inc. - Form 5

- The reported securities are included within the Units of the Issuer purchased by the reporting person for \$0.375 per Unit. Each Unit
- (4) consists of one share of common stock and one warrant to purchase one-quarter of a share of common stock at the exercise price of \$1.00 per share.
- (5) On July 18, 2012, the reporting person was granted an option to purchase 500,000 shares of common stock. 50% vested upon issuance and 50% is eligible to vest on July 18, 2013.

Â

Remarks:

TheÂ warrantsÂ reportedÂ hereinÂ containÂ weightedÂ averageÂ anti-dilutionÂ priceÂ protectionÂ terms.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.