The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

### **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# FORM D

#### OMB APPROVAL OMB Number: 3235-0076 Estimated average burden hours per response: 4.00

## **Notice of Exempt Offering of Securities**

| 4 Januarda Jalanette               |                           |                  |                           |  |
|------------------------------------|---------------------------|------------------|---------------------------|--|
| 1. Issuer's Identity               |                           |                  |                           |  |
| CIK (Filer ID Number)              | Previous<br>Names         | X None           | Entity Type               |  |
| 0001081745                         |                           |                  | X Corporation             |  |
| Name of Issuer                     |                           |                  | Limited Partnership       |  |
| GLOBALWISE INVESTMENTS II          | NC                        |                  |                           |  |
| Jurisdiction of Incorporation/Orga | anization                 |                  | Limited Liability Company |  |
| NEVADA                             |                           |                  | General Partnership       |  |
| Year of Incorporation/Organization | on                        |                  | Business Trust            |  |
| X Over Five Years Ago              |                           |                  | Other (Specify)           |  |
| Within Last Five Years (Speci      | fy Year)                  |                  |                           |  |
| Yet to Be Formed                   |                           |                  |                           |  |
| 2. Principal Place of Business a   | and Contact Information   |                  |                           |  |
| Name of Issuer                     |                           |                  |                           |  |
| GLOBALWISE INVESTMENTS II          | NC                        |                  |                           |  |
| Street Address 1                   |                           | Street Address 2 |                           |  |
| 2190 DIVIDEND DRIVE                |                           |                  |                           |  |
| Columbia                           | State/Province/Country    | ZIP/PostalCode   | Phone Number of Issuer    |  |
| COLUMBUS                           | OHIO                      | 43228            | 614-388-8909              |  |
| 3. Related Persons                 |                           |                  |                           |  |
| Last Name                          | First Name                |                  | Middle Name               |  |
| Santiago                           | William                   |                  | J.                        |  |
| Street Address 1                   | Street Address 2          |                  |                           |  |
| 2190 Dividend Dr.                  | 01.1.15                   |                  | 710/0 1 10 1              |  |
| City<br>Columbus                   | State/Province/Co<br>OHIO | untry            | ZIP/PostalCode<br>43228   |  |
|                                    |                           |                  | 43220                     |  |
| Relationship: X Executive Office   |                           |                  |                           |  |
| Clarification of Response (if Nece | essary):                  |                  |                           |  |
| Last Name                          | First Name                |                  | Middle Name               |  |
| Chretien                           | Matthew                   |                  | L.                        |  |
| Street Address 1                   | Street Address 2          |                  |                           |  |
| 2190 Dividend Dr.                  |                           |                  |                           |  |
| City                               | State/Province/Co         | untry            | ZIP/PostalCode            |  |
| _                                  | Columbus OHIO 43228       |                  |                           |  |
| Relationship: X Executive Office   |                           |                  |                           |  |
| Clarification of Response (if Nece | essary):                  |                  |                           |  |
| Last Name                          | First Name                |                  | Middle Name               |  |
| Chretien                           | A.                        |                  | Michael                   |  |
| Street Address 1                   | Street Address 2          |                  |                           |  |
| 2190 Dividend Dr.                  | <u> </u>                  |                  |                           |  |
| City                               | State/Province/Co         | untry            | ZIP/PostalCode            |  |
| Columbus                           | OHIO                      |                  | 43228                     |  |
| Relationship: X Executive Office   | r X Director Promoter     |                  |                           |  |
| Clarification of Response (if Nece | essary):                  |                  |                           |  |

| Last Name                                  | First Name             | Middle Name    |
|--|------------------------|----------------|
| Gill                                       | Kendall                | D.             |
| Street Address 1                           | Street Address 2       |                |
| 2190 Dividend Dr.                          |                        |                |
| City                                       | State/Province/Country | ZIP/PostalCode |
| Columbus                                   | OHIO                   | 43228          |
| Relationship: X Executive Officer Director | Promoter               |                |
| Clarification of Response (if Necessary):  |                        |                |
| Last Name                                  | First Name             | Middle Name    |
| D'Orazio                                   | Rye                    |                |
| Street Address 1                           | Street Address 2       |                |
| 2190 Dividend Dr.                          |                        |                |
| City                                       | State/Province/Country | ZIP/PostalCode |
| Columbus                                   | OHIO                   | 43228          |
| Relationship: Executive Officer X Director | Promoter               |                |
| Clarification of Response (if Necessary):  |                        |                |
| Last Name                                  | First Name             | Middle Name    |
| Moss                                       | Tom                    |                |
| Street Address 1                           | Street Address 2       |                |
| 2190 Dividend Dr.                          |                        |                |
| City                                       | State/Province/Country | ZIP/PostalCode |
| Columbus                                   | OHIO                   | 43228          |
| Relationship: Executive Officer X Director | Promoter               |                |
| Clarification of Response (if Necessary):  |                        |                |
| Last Name                                  | First Name             | Middle Name    |
| Haddix                                     | Roy                    |                |
| Street Address 1                           | Street Address 2       |                |
| 2190 Dividend Dr.                          |                        |                |
| City                                       | State/Province/Country | ZIP/PostalCode |
| Columbus                                   | OHIO                   | 43228          |
| Relationship: Executive Officer X Director | Promoter               |                |
| Clarification of Response (if Necessary):  |                        |                |
| 4. Industry Group                          |                        |                |

| Agriculture  | Health Care                         | Retailing                   |   |
|--|-------------------------------------|-----------------------------|---|
| Banking & Financial Services                               | Biotechnology                       | Restaurants                 |   |
| Commercial Banking   | Health Insurance                    | Technology                  |   |
| Insurance  | Hospitals & Physicians              |                             |   |
| Investing  |                                     |                             |   |
| Investment Banking   | Pharmaceuticals                     | Telecommunications          |   |
| Pooled Investment Fund                                     | Other Health Care                   | X Other Technology          |   |
| Is the issuer registered as<br>an investment company under | Manufacturing                       | Travel                      |   |
| the Investment Company                                     | Real Estate                         | Airlines & Airports         |   |
| Act of 1940?   | Commercial                          | Lodging & Conventions       |   |
| ∐Yes ∐No   | Construction                        | Tourism & Travel Services   |   |
| Other Banking & Financial Services                         | REITS & Finance                     | Other Travel                |   |
| Business Services  | Residential                         | Other                       |   |
| Energy   |                                     |                             |   |
| Coal Mining  | Other Real Estate                   |                             |   |
| Electric Utilities   |                                     |                             |   |
| Energy Conservation  |                                     |                             |   |
| Environmental Services                                     |                                     |                             |   |
| Oil & Gas  |                                     |                             |   |
|  |                                     |                             |   |
| Other Energy   |                                     |                             |   |
| 5. Issuer Size   |                                     |                             |   |
|  |                                     |                             |   |
| Revenue Range OR   |                                     | Asset Value Range           |   |
| No Revenues  | H                                   | te Net Asset Value          |   |
| \$1 - \$1,000,000  | ☐\$1 - \$5,000,0                    |                             |   |
| X \$1,000,001 - \$5,000,000                                | <b>H</b>                            | - \$25,000,000              |   |
| \$5,000,001 - \$25,000,000<br>\$25,000,001 - \$100,000,000 | <b>H</b>                            | 1 - \$50,000,000            |   |
| H  | H                                   | 1 - \$100,000,000           |   |
| Over \$100,000,000   | Over \$100,00                       |                             |   |
| Decline to Disclose  | Decline to Disclose  Not Applicable |                             |   |
| Not Applicable   |                                     | ле                          |   |
| 6. Federal Exemption(s) and Exclusion(s                    | Claimed (select all that app        | ply)                        | _ |
| Rule 504(b)(1) (not (i), (ii) or (iii))                    | Rule 505                            |                             |   |
| Rule 504 (b)(1)(i)   | X Rule 506                          |                             |   |
| Rule 504 (b)(1)(ii)  | Securities /                        | Act Section 4(5)            |   |
| Rule 504 (b)(1)(iii)                                       | Investment                          | nt Company Act Section 3(c) |   |
|  | Section 3(                          | 3(c)(1) Section 3(c)(9)     |   |
|  | Section 3(                          | 3(c)(2) Section 3(c)(10)    |   |
|  | Section 3(                          |                             |   |
|  |                                     | 3(c)(3) Section 3(c)(11)    |   |
|  | Section 3(                          | 3(c)(4) Section 3(c)(12)    |   |
|  | Section 3(                          |                             |   |
|  |                                     |                             |   |
|  | Section 3(                          |                             |   |
|  | Section 3(                          | 3(c)(7)                     |   |
|  |                                     |                             |   |
| 7. Type of Filing  |                                     |                             | _ |

| X New Notice Date of First Sale 2013-02-28 First Sale Yet                                      | to Occur   |                 |  |  |
|--|--|-----------------|--|--|
| Amendment  |  |                 |  |  |
| 8. Duration of Offering  |  |                 |  |  |
| Does the Issuer intend this offering to last more than one year?                               | Yes X No   |                 |  |  |
| 9. Type(s) of Securities Offered (select all that apply)                                       |  |                 |  |  |
| X Equity   | Pooled Investment Fund Interests                       |                 |  |  |
| Debt   |  |                 |  |  |
| Option, Warrant or Other Right to Acquire Another Security                                     | Mineral Property Securities                            |                 |  |  |
| Security to be Acquired Upon Exercise of Option, Warrant of Acquire Security                   | Other Right to Other (describe)                        |                 |  |  |
| 10. Business Combination Transaction   |  |                 |  |  |
| Is this offering being made in connection with a business comb or exchange offer?              | ination transaction, such as a merger, acquisition Yes | x No            |  |  |
| Clarification of Response (if Necessary):  |  |                 |  |  |
| 11. Minimum Investment   |  |                 |  |  |
| Minimum investment accepted from any outside investor \$10,0                                   | 00 USD   |                 |  |  |
| 12. Sales Compensation   |  |                 |  |  |
| Recipient  | Recipient CRD Number None                              |                 |  |  |
| Taglich Brothers, Inc.   | 29102  | 29102           |  |  |
| (Associated) Broker or Dealer X None   | (Associated) Broker or Dealer CRD Number X None        |                 |  |  |
| None   | None   |                 |  |  |
| Street Address 1   | Street Address 2                                       |                 |  |  |
| 275 MADISON AVE.   | SUITE 1618   |                 |  |  |
| City   | State/Province/Country                                 | ZIP/Postal Code |  |  |
| NEW YORK   | NEW YORK   | 10016           |  |  |
| State(s) of Solicitation (select all that apply) Check "All States" or check individual States | Foreign/non-US   |                 |  |  |

| CALIFORNIA   |
|--|
| COLORADO   |
| CONNECTICUT  |
| FLORIDA   GEORGIA  |
| INDIANA  |
| KANSAS   |
| MARYLAND   |
| MICHIGAN   |
| MINNESOTA  |
| NEVADA   |
| NEW HAMPSHIRE  |
| NEW JERSEY NEW MEXICO  |
| NEW YORK   |
| ОНІО   |
| OKLAHOMA   |
| OREGON   |
| PENNSYLVANIA   |
| SOUTH CAROLINA   |
| SOUTH DAKOTA   |
| TEXAS  |
| UTAH   VIRGINIA   VI |
| WASHINGTON   |
| WISCONSIN  |
|  |
| 13. Offering and Sales Amounts   |
| Total Offering Amount \$3,000,000 USD or Indefinite  |
| Total Amount Sold \$3,000,000 USD  |
| Total Remaining to be Sold \$0 USD or Indefinite   |
|  |
| Clarification of Response (if Necessary):  |
| The Company allowed holders of \$350,000 of principal face amount of promissory notes to exchange the promissory notes for shares of common stock in this offering.  |
| 14. Investors  |
| Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of   |
| ☐ such non-accredited investors who already have invested in the offering.   |
| Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:  |
| 45 Calas Camuniasiana 9 Findada Faca Funancea  |
| 15. Sales Commissions & Finder's Fees Expenses   |
| Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.   |
| Sales Commissions \$240,000 USD Estimate   |
| Finders' Fees \$0 USD Estimate   |
| Clarification of Response (if Necessary):  |
| Taglich also received (i) approximately \$28,000 for expense reimbursement, (ii) 4-year warrants to purchase 1,500,000 shares exercisable at \$0.24 per share, (iii) the right, for  |
| two years, to appoint one member to the board of directors of the Company.   |
| 16. Use of Proceeds  |
| Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.  |
| \$0 USD Estimate   |

Signature and Submission

Clarification of Response (if Necessary):

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### **Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the
  accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2) (iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer                     | Signature               | Name of Signer      | Title             | Date       |
|----------------------------|-------------------------|---------------------|-------------------|------------|
| GLOBALWISE INVESTMENTS INC | /s/ William J. Santiago | William J. Santiago | President and CEO | 2013-03-06 |

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 number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud whority.