

Data Storage Corp
Form S-1/A
April 20, 2012

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

Amendment No. 1

to
FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DATA STORAGE CORPORATION
(Exact name of Registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	7374 (Primary Standard Industrial Classification Code)	98-0530147 (I.R.S. Employer Identification No.)
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Garden City, New York 11530
Telephone: (212) 564-4922
(Address and telephone number of Registrant's principal executive offices)

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Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement is declared effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box:

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	(Do not check if smaller reporting company)	Smaller reporting company <input type="checkbox"/>

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The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THE SELLING SHAREHOLDERS NAMED HEREIN MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Subject to completion, dated April 20 , 2012

DATA STORAGE CORPORATION

Prospectus

1,763,317 Shares of common stock, par value \$0.001

This prospectus relates to the resale from time to time of up to 1,763,317 shares (the “Put Shares”) of the common stock of Data Storage Corporation, a Nevada corporation (“we”, “our”, “us”, or the “Company”), by Southridge Partners II, LP, a Delaware limited partnership (“Southridge”), which Put Shares we will put to Southridge pursuant to an equity purchase agreement, dated as of November 29, 2011 (the “Effective Date”), by and between the Company and Southridge (the “Equity Purchase Agreement” or the “Equity Line of Credit”).

The Equity Purchase Agreement permits us to “put” up to \$20,000,000 of shares of our common stock to Southridge over a two year period commencing on the Effective Date. We may draw on the facility from time to time, as and when we determine appropriate in accordance with the terms and conditions of the Equity Purchase Agreement. We have no obligation to utilize the full amount available to us under the Equity Purchase agreement and therefore the actual proceeds that we draw down could be substantially less than the full amount.

The 1,763,317 Put Shares included in this prospectus represent a portion of the shares issuable to Southridge under the Equity Purchase Agreement. This portion was calculated as approximately 30% of the Company’s public float as of February 3, 2012. The offered shares represented 6.1% of the currently outstanding shares of our common stock on April 12, 2012 and 5.8% of the outstanding shares of our common stock on April 12, 2012, including the offered shares. Our common stock is quoted on the OTC Bulletin Board under the symbol "DTST.OB ". On April 19 , 2012, the closing price of our common stock was \$0 .35 per share. Notwithstanding the foregoing, under the Equity Purchase Agreement, at no point may the number of Put Shares purchased by Southridge exceed the number of such shares that, when aggregated with all other shares of common stock then owned or deemed owned by Southridge beneficially, result in Southridge owning more than 9.99% of all of our outstanding common stock.

Southridge is an “underwriter” within the meaning of the Securities Act of 1933, as amended (the “Securities Act”) in connection with the resale of the Put Shares purchased under the Equity Purchase Agreement. No other underwriter or person has been engaged to facilitate the sale of shares of our common stock in this offering. Southridge’s obligation to purchase the Put Shares will terminate when the Company delivers a written notice to Southridge terminating the Equity Purchase Agreement, or on the earlier of (i) the date on which Southridge shall have purchased Put Shares pursuant to the Equity Purchase Agreement for an aggregate purchase price of the maximum commitment amount of \$20,000,000, or (ii) the date occurring twenty-four (24) months from the Effective Date. For each share of our common stock purchased under the Equity Purchase Agreement, Southridge will pay us ninety two percent (92%) of the average of the lowest closing prices (the “Closing Prices”) of our common stock reported by Bloomberg Finance L.P. during the five (5) trading day period (the “Valuation Period”) commencing on the date a put notice (the “Put Notice”) is delivered to Southridge (the “Put Date”) in the manner prescribed in the Equity Purchase Agreement.

In the event that during a Valuation Period for any Put Notice, the Closing Price on any trading day falls more than twenty five percent (25%) below the Closing Price on the trading day immediately prior to the Put Date (the “Floor Price”), then for each such trading day we shall be under no obligation to sell and Southridge’s obligation to fund one-fifth (1/5th) of the put amount for each such trading day shall terminate and the put amount shall be adjusted accordingly. In the event that during a Valuation Period the Closing Price falls below the Floor Price for any two (2) trading days, not necessarily consecutive, then the balance of each party’s right and obligation to purchase and sell the investment amount under such Put Notice shall terminate on such second trading day (the “Termination Day”) and the investment amount shall be adjusted to include only one-fifth (1/5th) of the initial investment amount for each trading day during the Valuation Period prior to the Termination Day that the Closing Price equals or exceeds the Floor Price.

As a condition for the execution of the Equity Purchase Agreement by Southridge, we issued to Southridge a total of 50,000 shares of our common stock (“Restricted Stock”) upon the execution of the Equity Purchase Agreement and we will issue an additional 50,000 shares of Restricted Stock to Southridge at the time of the first draw down notice and initial financing of \$50,000 by Southridge pursuant to the terms of the Equity Purchase Agreement. The Restricted Stock are restricted securities as defined in Rule 144 under the Securities Act.

We will not receive any proceeds from the sale of these shares of common stock offered by Southridge. However, we will receive proceeds from the sale of the Put Shares under the Equity Purchase Agreement. The proceeds will be used for working capital and general corporate purposes, including acquisitions and/or capital expenditures. We will bear all costs associated with this registration.

Investing in our common stock involves risks. Before making any investment in our securities, you should read and carefully consider the risks described in the “Risk Factors” section beginning on page 7 of this prospectus.

You should rely only on the information contained in this prospectus or any prospectus supplement or amendment thereto. We have not authorized anyone to provide you with different information. This prospectus may only be used where it is legal to sell these securities. The information in this prospectus is only accurate on the date of this prospectus, regardless of the time of any sale of securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2012

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CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

Matters discussed in this prospectus and in our public disclosures, whether written or oral, relating to future events or our future performance, including any discussion, express or implied, of our annual growth, operating results, future earnings, plans and objectives, contain forward-looking statements. In some cases, you can identify such forward-looking statements by words such as “estimate,” “project,” “intend,” “forecast,” “future,” “anticipate,” “plan,” “ant,” “target,” “planning,” “positioned,” “continue,” “expect,” “believe,” “will,” “will likely,” “should,” “could,” “would,” “may” such terms and other comparable terminology that are not statements of historical fact. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Our actual results and timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth under “Risk Factors” beginning on page 7 and elsewhere in this prospectus and in our other public filings with the Securities and Exchange Commission (the “SEC”). It is routine for internal projections and expectations to change as the year or each quarter of the year progresses, and therefore it should be clearly understood that all forward-looking statements and the internal projections and beliefs upon which we base our expectations included in this prospectus or other periodic reports are made only as of the date made and may change. We do not undertake any obligation to update or publicly release the result of any revision to these forward-looking statements to reflect events or circumstances occurring after the date they are made or to reflect the occurrence of unanticipated events.

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PROSPECTUS SUMMARY

The following summary highlights information contained elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in our common stock. You should read the entire prospectus carefully, especially the “Risk Factors” section beginning on page 7 and our financial statements and the related notes appearing at the end of this prospectus, before deciding to invest in our common stock. References to “Data Storage,” “our,” “we,” “us,” or the “Company” refer to Data Storage Corporation and its consolidated subsidiaries, unless the context indicates otherwise.

Our Company

The Company, through its units, provides cloud storage and cloud computing solutions to business, government, education, financial services and healthcare industries. We will continue to expand and provide a North American cloud storage and computing solution to organizations. We will continue to grow through acquisition of synergetic companies for product extensions as well as improved cash flow while building organically with our direct sales force and partnerships thereby building value for our clients and shareholders.

The Company is focused on the North American SMBs marketplace. SMBs are organizations that employ between 50 and 1500 persons. The Company’s current units provide data protection and business continuity solutions that assist organizations protect their computer data, minimize downtime, ensure regulatory compliance, insure retention policies and recover and restore data quickly. Through our three data centers in Westbury, New York, Boston, Massachusetts, and Warwick, Rhode Island and by leveraging leading technologies, we deliver and support a broad range of premium solutions for both Windows and IBM environments that assist our clients save time and money, gain more control of and better access to data, and enable the highest level of security for their data. We provide a full range of cloud computing and storage solutions that meet our client’s data protection, disaster recovery, and business continuity requirements. We offer our solutions and services by leveraging leading technologies, such as virtualization, cloud computing and cloud storage. We have SAS 70 Type II data centers in New York and Massachusetts. A major differentiator is that we offer solutions that vary in recovery times from 24 hours to minutes. Our solutions work with the majority of the operating systems in today’s business environment.

We are a Nevada corporation with headquarters in Garden City, New York. We were first incorporated in Delaware in August 2001 as a private company. Data Storage Corporation, the Nevada corporation was incorporated in March 2007. On October 20, 2008 we merged with Euro Trend Inc., a Nevada corporation (“Euro Trend”). Pursuant to a share exchange agreement, we received 13,357,143 shares of Euro Trend’s common stock. This transaction was accounted for as a reverse merger for accounting purposes. Accordingly, the Company as the accounting acquirer was regarded as the predecessor entity. On June 17, 2010, our wholly owned subsidiary Data Storage Corporation, a Delaware corporation (“Data Storage DE”) and SafeData, LLC, a Delaware limited liability company (“SafeData”) entered into an asset purchase agreement under which we acquired all right, title and interest in the end user customer base of SafeData and all related current and fixed assets and contracts including the transfer of all of SafeData’s current liabilities arising out of the business or the assets acquired. Pursuant to the asset purchase agreement with SafeData, we paid an aggregate purchase price equal to \$4,300,000. Giving effect to certain holdback and contingency clauses as defined in the agreement, we paid \$1,229,952 in cash and \$850,000 in shares of our common stock as well as assumption of SafeData accounts payable and receivables.

We derive our revenues from the sale of subscription solutions on long term agreements with our clients that provide businesses protection of critical electronic data. In 2011, revenues consisted primarily of cloud computing, cloud storage and infrastructure-as-a-service offerings which include data vaulting, disaster recovery of data with standby computing environments for our clients and high availability (data replication) solutions. We deliver our services over highly reliable, redundant and secure fiber optic networks with separate and diverse routes to the Internet. The

network and geographical diversity is important to clients seeking storage hosting and disaster recovery solutions, ensuring protection of data and continuity of business in the case of a network interruption.

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Business Strategy

Competitive Advantages

We are one of the few cloud storage and cloud computing providers that offer a range of solutions based on clients' recovery time objectives. We provide value beyond price with our 24/7/365 support teams. Our investment in a SAS 70 data centers, state of the art storage equipment from Hitachi and IBM; and, our partnership with NetApp and other leading providers of technology, sets us apart from the few competitors that provide our level of solutions and support. Our organizational acquisition strategy brings value to our client base by providing superior solutions of disaster recovery and business continuity. A clear example was the acquisition of SafeData in June 2010.

Products & Services:

We insure that a client can recover from a computer virus, a crashed computer server, a stolen or broken laptop or a natural disaster that destroyed a business' data center. We provide solutions based on the client's recovery time objective and their budget: high availability, providing an up time in less than thirty minutes; standby equipment for an eight hour recovery time; data vaulting with a timeframe that can range from minutes to twenty-four hours; and for clients looking to better manage the growing data from emails and files we offer lifecycle management of their data.

The following are descriptions of our services and solutions offered on a subscription basis:

SafeData High Availability ("SafeData HA")

Our SafeData HA service meets the high availability demands of companies that have recovery time objectives of 30 minutes or less. Combining best-in-class technologies from the industry's leading developers, SafeData HA is the Company's subscription-based high availability offering. For a monthly subscription fee, the Company creates and maintains a mirror of its clients' mission-critical systems and data at a secure off-site data center ensuring their business is "switch ready". During either planned or unplanned downtime, SafeData HA provides a switchable "mirror" of a company's data and applications providing availability in 30 minutes or less.

SafeData HA is available for the IBM System i, UNIX, AIX and Windows operating systems. Products on each platform share the same architecture, but use a different middleware product designed and priced for the platform's specific operating system. SafeData HA provides real-time system replication using standard Internet protocol. It is replicated to a server in our data centers.

In the event of an outage, our system becomes the production system. When the client's production system is again operational, our server updates the client's system with any new data. When downtime is planned, the client can switch to our server and run its production applications. Our carrier class SAS 70 data centers meet regulatory and compliance requirements for businesses in the financial, healthcare, legal, and life-science industries. Our facilities are equipped with redundant power, 24/7 security, data-grade HVAC, fire suppression, an independent water supply and redundant data routes from many metropolitan areas. With our subscription-based high availability offering, we provide small and mid-sized businesses access to cost effective best-in-class replication technologies.

SafeData Disaster Recovery ("SafeData DR")

Some organizations may not require real-time recovery. For those with recovery time objectives of 12 hours or less running in Windows, UNIX, Linux or IBM System i environments, our SafeData DR subscription-based service is a viable option requiring no initial capital expenditure. Leveraging electronic vaulting technology, SafeData DR is a cloud recovery service that gives organizations remote access to mirrored data and a fully functioning recovery system

within hours of a disruption. SafeData DR instantly transfers data off-site to one of our secure data centers. All data is encrypted prior to transmission and remains encrypted “in-flight” and “at rest” to ensure protection and to meet today’s compliance standards. Our carrier class SAS 70 data centers meet regulatory and compliance requirements for businesses in the financial, healthcare, legal, and life-science industries. Our facilities are equipped with redundant power, 24/7 security, data-grade HVAC, fire suppression, an independent water supply and redundant data routes from many metropolitan areas. With our subscription-based standby server offering, we provide small and mid-sized businesses access to cost effective best-in-class disaster recovery with no capital expenditure. The SafeData/Disaster Recovery service supports all major network environments including Windows, OS/400 Linux/Unix, Mac OS X, AIX, Netware and VMware.

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SafeData Vault for Cloud Recovery & Archiving

We offer a fully automated service designed to reduce the overall costs associated with backup and recovery of application and file servers that enables organizations to centralize and streamline their data protection process. Business-critical data can be backed up any time, while servers are up and running. The essence of data backup is simply the scheduled movement of “point-in-time” snapshots of data across a network to a remote location. Our disk-to-disk backup and recovery solution is reliable and easy-to-use. As part of this service, we offer Continuous Data Protection (CDP), delta block processing, data de-duplication and large volume protection. The backup and recovery solution supports all major network environments.

SafeData Vault has significant advantages over traditional backup software. They include: immediate off-site backup, reduced backup windows, elimination of tape management issues, minimized costs associated with distributed backups, elimination of human intervention, encryption of all backed up data, and optimized bandwidth.

Agentless Architecture

Our cloud backup and Disaster Recovery solutions are comprised of an agentless architecture. This agentless solution requires our client software to be installed on only one system at a customer location. The client then manages all of the systems that are backed-up for storage and/or Disaster Recovery. The client provides a single windowpane solution for managing the entire back-up solution. The client allows the customer to set different back-up sets and retention policies for different systems from annual to daily, including an option for continuous data protection. For example, if the customer has a daily back-up with 30 (thirty) day retention, the customer has access to 30 (thirty) versions of the file as it existed on the day it was backed-up. The client software is configured with automatic upgrades to limit customer time for management. The client software is highly secure encrypting all data at the customer premises and the data remains encrypted during transport and while at rest at our data center. Our solution is FIPS 140-2 certified and utilizes AES 256 bit encryption.

Data Archiving – Lifecycle Management

There are multiple tiers of backup for active data. Operationally critical data requires more frequent backups on higher performance devices. By managing data throughout its life cycle, we can provide the best data protection, meet compliance regulations and improve recovery time objectives (“RTO”). Lifecycle Management offers policy-based long-term file archiving and automated searching/restoration of data from backup sessions reducing the cost of inactive files on-line and thus aligning the value of the information with the cost of protecting it. With Lifecycle Management, we can create restorable point-in-time copies of backup sets for historical reference to meet compliance objectives and create Certificates of Destruction. All of an enterprise’s data can be placed into one of two categories: (i) critical information which is needed for day-to-day operations and information that resides in the system’s primary storage for fast access, and (ii) important information, which is the historical, legal and regulatory information that can safely be archived to secondary storage, lower cost disk or tapes stored offsite.

Continuous Data Protection (“CDP”)

What if a database is corrupted in the middle of the workday? As data continually mounts in today’s fast paced business environment, organizations need to protect their systems on an ongoing basis, or risk losing mission-critical data, information, and transactions, as well as associated business revenue. CDP refers to data automatically protected whenever a change is made to that data (an asynchronous backup). Therefore, CDP enables data copies in real-time, capturing every version of the data whenever the customer saves it. It allows the data to be restored to any point in time. CDP solutions employ sophisticated input-output (“I/O”), CPU, and network throttling to achieve efficiency and

reliability. Moreover, to protect against connectivity failures and interruptions, CDP features an auto resume mechanism that sustains replication and adapts according to the environment to achieve optimal and predictable performance.

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Our technology will identify and propagate only that sector of data to the disaster recovery (“DR”) site, effectively reducing bandwidth and storage consumption. CDP also employs data compression and encryption to maximize network bandwidth utilization and ensure end-to-end security between the primary and DR site.

A CDP solution allows unlimited granularity since data can be recovered from an infinite number of recovery point objectives (“RPO”). CDP protected files are protected whenever they are saved to disk in their source computers. CDP also continuously monitors the changes on the specified target files and backs up the changes as soon as they are detected. Our CDP is implemented as a no-cost backup option and can be applied to file systems and email backup sets to improve recovery of critical data.

Immediate Protection of Critical Data

Once protected data is saved to disk, it is backed up locally (if local storage is available) and simultaneously is sent encrypted to be stored offsite to our storage repository. Backup window and RTOs are reduced to zero.

Microsoft Exchange

Ensure business-critical e-mail data is protected against application or hardware-based corruption or loss, user error, or a natural disaster with our solution. Designed with ease of use in mind, our solution provides Exchange Server 2000/2003/2007 complete protection down to the individual mailbox or even an individual mail message.

SafeData/Cloud

SafeData/Cloud is a fully managed service, offering “Capacity on Demand” for IBM Power Systems (AS400, IBM i) and Windows based applications. This infrastructure as a service (IaaS) offering is a secure and reliable solution for any enterprise. The SafeData/Cloud allows our customers to customize and deploy a complete cloud infrastructure through a web-based portal built on VMware Cloud Director. Our team of experienced technicians manage and maintain this infrastructure. We also automatically update operating systems with new software releases and corresponding equipment required to support the newest operating systems. The SafeData/Cloud solution allows our customers to choose the processor, memory and storage resources they require. With this fine-tuned selection based solution, our customers only pay for the resources they utilize. Our carrier class SAS 70 data centers meet regulatory and compliance requirements for businesses in the financial, healthcare, legal, and life-science industries. Our facilities are equipped with redundant power, 24/7 security, data-grade HVAC, fire suppression, an independent water supply and redundant data routes from many metropolitan areas.

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The Offering

Common Stock Currently Outstanding	28,912,712(1)
Common Stock Offered by Selling Shareholders	1,763,317 shares of common stock, par value \$0.001 issuable to Southridge pursuant to the Equity Purchase Agreement.
Common Stock Offered by the Company	N/A
Common Stock Outstanding After the Offering	30,676,029
Use of Proceeds	We are not selling any shares of common stock in this offering and, as a result, will not receive any proceeds from this offering.
OTC Bulletin Board Symbol	“DTST.OB”
Risk Factors	The shares of common stock offered hereby involves a high degree of risk and should not be purchased by investors who cannot afford the loss of their entire investment. See “Risk Factors” beginning on page 7.

(1)

As of April 12 , 2012.

This offering relates to the resale from time to time of up to 1,763,317 shares of our common stock, par value \$0.001 per share, by Southridge, which are the Put Shares that we will put to Southridge pursuant to the Equity Purchase Agreement. The 1,763,317 Put Shares included in this prospectus represent a portion of the shares issuable to Southridge under the Equity Purchase Agreement. This portion was calculated as approximately 30% of the Company’s public float as of February 3, 2012. The offered shares represented 6.1% of the currently outstanding shares of our common stock on April 12 , 2012 and 5.8% of the outstanding shares of our common stock on April 12 , 2012, including the offered shares. On April 19 , 2012, the closing price of our common stock was \$0 .35 per share. Notwithstanding the foregoing, under the Equity Purchase Agreement, at no point may the number of Put Shares purchased by Southridge exceed the number of such shares that, when aggregated with all other shares of common stock then owned or deemed owned by Southridge beneficially, result in Southridge owning more than 9.99% of all of our outstanding common stock.

On November 29, 2011, we entered into the Equity Purchase Agreement with Southridge under which Southridge has committed to purchase up to \$20,000,000 of shares of our common stock over a two year period commencing on the Effective Date. For each share of our common stock purchased under the Equity Purchase Agreement, Southridge will pay ninety two percent (92%) of the average of the lowest Closing Prices of our common stock reported by Bloomberg Finance L.P. during the Valuation Period commencing on the date a Put Notice is delivered to Southridge in the manner prescribed in the Equity Purchase Agreement. Subject to certain limitations outlined below, we may, at our sole discretion, issue a Put Notice to Southridge, after which Southridge will be irrevocably bound to acquire such shares.

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In the event that during a Valuation Period for any Put Notice, the Closing Price on any trading day falls more than twenty five percent (25%) below the Floor Price, then for each such trading day we shall be under no obligation to sell and Southridge's obligation to fund one-fifth (1/5th) of the put amount for each such trading day shall terminate and the put amount shall be adjusted accordingly. In the event that during a Valuation Period the Closing Price falls below the Floor Price for any two (2) trading days, not necessarily consecutive, then the balance of each party's right and obligation to purchase and sell the investment amount under such Put Notice shall terminate on such second trading day and the investment amount shall be adjusted to include only one-fifth (1/5th) of the initial investment amount for each trading day during the Valuation Period prior to the Termination Day that the Closing Price equals or exceeds the Floor Price. Southridge's obligation to purchase the Put Shares will terminate on the earlier of (i) the date on which Southridge shall have purchased Put Shares pursuant to the Equity Purchase Agreement for an aggregate purchase price of the maximum commitment amount of \$20,000,000, or (ii) the date occurring twenty-four (24) months from the Effective Date.

As a condition for the execution of the Equity Purchase Agreement by Southridge, we issued to Southridge a total of 50,000 shares of Restricted Stock upon the execution of the Equity Purchase Agreement and we will issue an additional 50,000 shares of Restricted Stock to Southridge at the time of the first draw down notice and initial financing of \$50,000 by Southridge pursuant to the terms of the Equity Purchase Agreement. The Restricted Stock are restricted securities as defined in Rule 144 under the Securities Act. Pursuant to that provision, we could only issue an aggregate of 3,176,868 shares of our common stock to Southridge (based on our current 28,912,712 issued and outstanding shares of common stock as of April 12, 2012), including the 50,000 shares of Restricted Stock which we issued to Southridge upon the execution of the Equity Purchase Agreement. If we were to register all of the 3,176,868 shares of our common stock issuable to Southridge, based upon ninety two percent (92%) of the Closing Prices of our common stock reported by Bloomberg Finance L.P. during the past five (5) trading days, the total proceeds we would receive under the Equity Purchase Agreement is \$1,121,920.

We are relying on an exemption from the registration requirements of the Securities Act, and/or Rule 506 of Regulation D promulgated thereunder. The transaction does involve a private offering, Southridge is an "accredited investor" and/or qualified institutional buyer, and Southridge has access to information about the Company and its investment.

There are substantial risks to investors as a result of the issuance of shares of our common stock under the Equity Purchase Agreement. These risks include dilution of shareholders, significant decline in our stock price and our inability to draw sufficient funds when needed.

Southridge will periodically purchase our common stock under the Equity Purchase Agreement and will, in turn, sell such shares to investors in the market at the market price. This may cause our stock price to decline, which will require us to issue increasing numbers of shares of common stock to Southridge to raise the same amount of funds as our stock price declines. The stock price will, however, be subject to the Floor Price provision in the Equity Purchase Agreement.

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RISK FACTORS

You should carefully consider the following risk factors discussed below and the matters addressed under “Cautionary Statements Regarding Forward-Looking Statements” on page v together with all other information presented in this prospectus, including our audited consolidated financial statements and related notes. The risks described below are not the only risks facing us or that may materially adversely affect our business. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business. If any of the following risks develop into actual events, our business, financial condition or results of operations could be materially adversely affected and you may lose all or part of your investment.

Risks Related to this Offering and Ownership of Our Common Stock

Because our common stock is quoted on the OTC Bulletin Board, your ability to sell shares in the secondary trading market may be limited.

The Company’s common stock is currently quoted on the OTC Bulletin Board under the symbol “DTST.OB”. Consequently, the liquidity of our common stock is impaired, not only in the number of shares that are bought and sold, but also through delays in the timing of transactions, and coverage by security analysts and the news media, if any, of the Company. Since we have no control over analysts, there is no guarantee that securities analysts will cover our common stock. If securities analysts do not cover our common stock, the lack of research coverage may adversely affect its market price. As a result, prices for shares of our common stock may be lower than might otherwise prevail if our common stock was quoted and traded on Nasdaq or a national securities exchange.

Because our shares are "penny stocks," you may have difficulty selling them in the secondary trading market.

Federal regulations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) regulate the trading of so-called “penny stocks,” which are generally defined as any security not listed on a national securities exchange or Nasdaq, priced at less than \$5.00 per share and offered by an issuer with limited net tangible assets and revenues. Since our common stock currently is quoted on the OTC Bulletin Board under the symbol “DTST.OB” at less than \$5.00 per share, our shares are “penny stocks” and may not be traded unless a disclosure schedule explaining the penny stock market and the risks associated therewith is delivered to a potential purchaser prior to any trade.

In addition, the SEC has adopted a number of rules to regulate “penny stocks”. Such rules include Rules 3a51-1, 15g-1, 15g-2, 15g-3, 15g-4, 15g-5, 15g-6, 15g-7, and 15g-9 under the Exchange Act. These rules impose additional sales practice requirements on broker-dealers that sell to persons other than established customers and “accredited investors.” The term “accredited investor” refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 (excluding the value of the primary residence of such person) or annual income exceeding \$200,000 in each of the two most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year.

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer’s account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer’s confirmation. In addition, the penny stock rules require that, prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written

determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock. The Financial Industry Regulatory Authority ("FINRA") sales practice requirements may also limit a stockbroker's ability to buy or sell our stock.

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In addition to the “penny stock” rules promulgated by the SEC, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives, and other information. Under interpretation of these rules, the National Association of Securities Dealers (“NASD”) believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy or sell our stock and have an adverse effect on the market for our shares.

Shareholders should also be aware that, according to the SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) “boiler room” practices involving high-pressure sales tactics and unrealistic price projections by inexperienced salespersons; (iv) excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, leaving investors with losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to the Company’s securities.

As an issuer of “penny stock,” the protection provided by the federal securities laws relating to forward-looking statements does not apply to us.

Although federal securities laws provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, the Company will not have the benefit of this safe harbor protection in the event of any legal action based upon a claim that the material provided by the Company contained a material misstatement of fact or was misleading in any material respect because of the Company’s failure to include any statements necessary to make the statements not misleading. Such an action could have a material adverse effect on our financial condition.

By virtue of being a public company, the Company is subject to certain regulations and expenses.

The Company is publicly-traded and, accordingly, subject to the information and reporting requirements of the U.S. securities laws. The U.S. securities laws require, among other things, review, audit, and public reporting of the Company’s financial results, business activities, and other matters. Recent SEC regulation, including regulation enacted as a result of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”), has also substantially increased the accounting, legal, and other costs related to becoming and remaining an SEC reporting company. The public company costs of preparing and filing annual and quarterly reports, and other information with the SEC, and furnishing audited reports to shareholders will cause the Company’s expenses to be higher than if privately-held. In addition, the Company will incur substantial expenses in connection with the preparation of the registration statement and related documents with respect to the registration of the shares issued in this offering. Failure by the Company to comply with the federal securities laws could result in private or governmental legal action against the Company and/or our officers and directors, which could have a detrimental effect on the Company’s business and finances, the value of the Company’s stock, and the ability of shareholders to resell their stock.

Our stock price may be volatile and your investment in our common stock could suffer a decline in value.

Trading activities in the Company's common stock has been limited and prices volatile. There can be no assurance that a stable market will ever develop in the Company's common stock in the future. If a stable market does not develop, investors could be unable to sell their shares of the Company's common stock, possibly resulting in a complete loss of any funds invested. Should a stable market develop, the price may fluctuate significantly in response to a number of factors, many of which are beyond our control. These factors include:

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- acceptance of our products in the industry;
- announcements of technological innovations or new products by us or our competitors;
- government regulatory action affecting our products or our competitors' products;
- developments or disputes concerning patent or proprietary rights;
- economic conditions in the United States or abroad;
- actual or anticipated fluctuations in our operating results;
- broad market fluctuations; and
- changes in financial estimates by securities analysts.

We do not intend to pay any cash dividends to common shareholders in the foreseeable future and, therefore, any return on your investment in our capital stock must come from increases in the fair market value and trading price of the capital stock.

We have not paid any cash dividends on our common stock and do not intend to pay cash dividends on our common stock in the foreseeable future. We intend to retain future earnings, if any, for reinvestment in the development and expansion of our business. Any credit agreements, which we may enter into with institutional lenders, may restrict our ability to pay dividends. Whether we pay cash dividends in the future will be at the discretion of our board of directors (the "Board") and will be dependent upon our financial condition, results of operations, capital requirements and any other factors that the Board decides is relevant. Therefore, any return on your investment in our capital stock must come from increases in the fair market value and trading price of the capital stock.

We may issue additional equity securities to fund the Company's operational requirements which would dilute your share ownership.

The Company's continued viability may depend on its ability to raise capital. Changes in economic, regulatory or competitive conditions may lead to cost increases. Management may also determine that it is in the best interest of the Company to develop new services or products. In any such case, additional financing will likely be required for the Company to meet its operational requirements. There can be no assurances that the Company will be able to obtain such financing on terms acceptable to the Company and at times required by the Company, if at all. In such event, the Company may be required to materially alter its business plan or curtail all or a part of its operational plans as detailed further in "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 26. While the Company currently has no offers to sell its securities to obtain financing, sale or the proposed sale of substantial amounts of our common stock in the public markets may adversely affect the market price of our common stock and our stock price may decline substantially. Also, any new securities issued may have greater rights, preferences or privileges than our existing common stock which may adversely affect the market price of our common stock and our stock price may decline substantially. The Company's Amended Articles of Incorporation authorize the issuance of up to 250,000,000 total shares of common stock without additional approval by shareholders. As of April 12, 2012, we had 28,912,712 shares of common stock issued and outstanding.

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Rule 144 sales in the future may have a depressive effect on the Company's stock price.

All of the issued and outstanding shares of common stock held by the present officers, directors, and affiliate shareholders are “restricted securities” within the meaning of Rule 144 under the Securities Act. As restricted shares, these shares may be resold only pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemptions from registration under the Securities Act and as required under applicable state securities laws. Rule 144 provides in essence that a person who is an affiliate or officer or director who has held restricted securities for at least one year may, under certain conditions, sell every three months, in brokerage transactions, a number of shares that does not exceed 1.0% of a company’s outstanding common stock. There is no limit on the amount of restricted securities that may be sold by a non-affiliate after the owner has held the restricted securities for a period of six months if the company is a current, reporting company under the Exchange Act. A sale under Rule 144 or under any other exemption from the Securities Act, if available, or pursuant to a subsequent registration of shares of common stock of present shareholders, may have a depressive effect upon the price of the common stock in any market that may develop. In addition, if we are deemed a shell company pursuant to Section 12(b)-2 of the Securities Act, our “restricted securities”, whether held by affiliates or non-affiliates, may not be re-sold for a period of twelve (12) months following the filing of a Form 10 level disclosure or registration pursuant to the Securities Act.

Our shareholders may suffer future dilution due to issuances of shares for various considerations in the future.

There may be substantial dilution to our shareholders purchasing in future offerings as a result of future decisions of the Board to issue shares without shareholder approval for cash, services, or acquisitions.

Our stock will in all likelihood be thinly traded and, as a result, investors may be unable to sell at or near ask prices or at all if they need to liquidate shares.

Our shares of common stock may be thinly-traded on the OTC Bulletin Board, meaning that the number of persons interested in purchasing shares of our common stock at or near ask prices at any given time may be relatively small or non-existent. This situation is attributable to a number of factors, including the fact that we are a small company which is relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community that generate or influence sales volume, and that even if the Company came to the attention of such persons, they tend to be risk-averse and would be reluctant to follow an unproven, early stage company such as ours or purchase or recommend the purchase of any of our securities until such time as it became more seasoned and viable. As a consequence, there may be periods of several days or more when trading activity in the our securities is minimal or non-existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on the securities price. We cannot give investors any assurance that a broader or more active public trading market for shares of the Company’s common stock will develop or be sustained, or that any trading levels will be sustained. Due to these conditions, we can give investors no assurance that they will be able to sell their shares at or near ask prices or at all if they need money or otherwise desire to liquidate their securities of the Company.

Certain Nevada Corporation Law provisions could prevent a potential takeover, which could adversely affect the market price of our stock.

We are incorporated in the State of Nevada. Certain provisions of Nevada corporation law could adversely affect the market price of our common stock. Because Nevada corporation law requires board approval of a transaction involving a change in our control, it would be more difficult for someone to acquire control of us. Nevada corporate law also discourages proxy contests making it more difficult for you and other shareholders to elect directors other than the candidate or candidates nominated by our Board.

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Risks Related to this Offering

We are registering an aggregate of 1,763,317 shares of common stock to be issued under the Equity Line of Credit; the sale of such shares could depress the market price of our common stock.

We are registering an aggregate of 1,763,317 shares of common stock under this registration statement for issuance pursuant to the Equity Line of Credit. These shares may be sold into the public market by Southridge. As of April 12, 2012 there were 28,912,712 shares of our common stock issued and outstanding, an additional 173,427 shares of our common stock issuable upon the exercise of outstanding warrants, and 2,474,142 shares of our common stock issuable upon the exercise of outstanding options.

Assuming the Company utilizes the maximum amount available under the Equity Line of Credit, existing shareholders could experience substantial dilution upon the issuance of common stock.

The Equity Line of Credit with Southridge contemplates the potential future issuance and sale of up to \$20,000,000 of the Company's common stock to Southridge, subject to certain restrictions and obligations. We are limiting this registration statement to 1,763,317 shares of common stock with respect to the Equity Line of Credit. The following table is an example of the number of shares that could be issued at various prices assuming we utilize the maximum amount remaining available under the Equity Line of Credit:

Price Per Share	No of Shares Issuable (1)	Shares Outstanding After Issuance (2)	Percent of Shares Outstanding (3)
\$0.75	26,666,667	55,579,379	48.0%
\$0.50	40,000,000	68,912,712	58.0%
\$0.25	80,000,000	108,912,712	73.5%

(1) Represents the number of shares of common stock issuable if the entire commitment of \$20,000,000 under the Equity Line of Credit were drawn down at the indicated purchase prices.

(2) Based on 28,912,712 shares of common stock outstanding as of April 12, 2012.

(3) Percentage of total shares of common stock outstanding represented by shares issued under the Equity Line of Credit, after the issuance of the shares indicated.

We may not have access to the full amount available under the Equity Purchase Agreement.

We have not drawn down funds and have not issued shares of our common stock under the Equity Purchase Agreement with Southridge. Our ability to draw down funds and put shares to Southridge under the Equity Purchase Agreement requires that the registration statement, of which this prospectus is a part, be declared effective by the SEC, and that this registration statement continue to be effective. In addition, the registration statement of which this prospectus is a part registers 1,763,317 total shares of our common stock issuable under the Equity Purchase Agreement, and our ability to access the Equity Purchase Agreement to sell any remaining shares issuable under the Equity Purchase Agreement is subject to our ability to prepare and file one or more additional registration statements registering the resale of these shares, which we may not file until the later of 60 days after Southridge and its affiliates have resold substantially all of the common stock registered for resale under the registration statement of which this prospectus is a part, or six months after the effective date of the registration statement of which this prospectus is a

part. These subsequent registration statements may be subject to review and comment by the Staff of the SEC, and will require the consent of our independent registered public accounting firm. Therefore, the timing of effectiveness of these subsequent registration statements cannot be assured. The effectiveness of these subsequent registration statements is a condition precedent to our ability to sell the shares of common stock subject to these subsequent registration statements to Southridge under the Equity Purchase Agreement. Even if we are successful in causing one or more registration statements registering the resale of some or all of the shares issuable under the Equity Purchase Agreement to be declared effective by the SEC in a timely manner, we will not be able to sell shares under the Equity Purchase Agreement unless certain other conditions are met. Accordingly, because our ability to draw down amounts under the Equity Purchase Agreement is subject to a number of conditions, there is no guarantee that we will be able to draw down any portion or all of the \$20,000,000 available to us under the Equity Purchase Agreement. Pursuant to that provision, we could only issue an aggregate of 3,176,868 shares of our common stock to Southridge (based on our current 28,912,712 issued and outstanding shares of common stock as of April 12, 2012), including the 50,000 shares of Restricted Stock which we issued to Southridge upon the execution of the Equity Purchase Agreement. If we were to register all of the 3,176,868 shares of our common stock issuable to Southridge, based upon ninety two percent (92%) of the Closing Prices of our common stock reported by Bloomberg Finance L.P. during the past five (5) trading days, the total proceeds we would receive under the Equity Purchase Agreement is \$1,121,920.

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Southridge will pay less than the then-prevailing market price for our common stock.

The common stock to be issued to Southridge pursuant to the Equity Purchase Agreement will be purchased at ninety two percent (92%) of the average of the lowest Closing Prices of our common stock reported by Bloomberg Finance L.P. during the Valuation Period commencing on the Put Date in the manner prescribed in the Equity Purchase Agreement. In the event that during a Valuation Period for any Put Notice, the Closing Price on any trading day falls more than twenty five percent (25%) below the Floor Price, then for each such trading day we shall be under no obligation to sell and Southridge's obligation to fund one-fifth (1/5th) of the put amount for each such trading day shall terminate and the put amount shall be adjusted accordingly. Southridge has a financial incentive to sell our common stock immediately upon receiving the shares to realize the profit equal to the difference between the discounted price and the market price. If Southridge sells the shares, the price of our common stock could decrease. If our stock price decreases, Southridge may have a further incentive to sell the shares of our common stock that it holds. These sales may have a further impact on our stock price.

The size of the put we are able to exercise may not permit us to generate adequate funds.

The Equity Purchase Agreement provides that the dollar value that we will be permitted to put to Southridge in any one transaction will be \$250,000. Given our current rate of expenditure, it is possible that these puts may not provide adequate funding for our planned operations.

Risks Related to Our Business

Our business depends largely on the economy and financial markets, and a slowdown or downturn in the economy or financial markets could adversely affect our business and results of operations.

When there is a slowdown or downturn in the economy, a drop in stock market levels or trading volumes, or an event that disrupts the financial markets, our business and financial results may suffer for a number of reasons. Customers may react to worsening conditions by reducing their capital expenditures in general or by specifically reducing their information technology ("IT") spending. In addition, customers may curtail or discontinue trading operations, delay or cancel IT projects, or seek to lower their costs by renegotiating vendor contracts. Also, customers with excess IT resources may choose to take their information availability solutions in-house rather than obtain those solutions from us. Moreover, competitors may respond to market conditions by lowering prices and attempting to lure away our customers to lower cost solutions. If any of these circumstances remain in effect for an extended period of time, there could be a material adverse effect on our financial results. Because our financial performance tends to lag behind fluctuations in the economy, our recovery from any particular downturn in the economy may not occur until after economic conditions have generally improved.

Our acquisition program is an important element of our strategy but, because of the uncertainties involved, this program may not be successful and we may not be able to successfully integrate and manage acquired businesses.

Part of our growth strategy is to pursue additional acquisitions in the future. There can be no assurance that our acquisition program will continue to be successful. In addition, we may finance any future acquisition with debt, which would increase our overall levels of indebtedness and related interest costs. If we are unable to successfully integrate and manage acquired businesses, then our business and financial results may suffer. It is possible that the businesses we have acquired and businesses that we acquire in the future may perform worse than expected, be subject to an adverse litigation outcome or prove to be more difficult to integrate and manage than expected. If that happens, there may be a material adverse effect on our business and financial results for a number of reasons, including:

- we may have to devote unanticipated financial and management resources to acquired businesses;

· we may not be able to realize expected operating efficiencies or product integration benefits from our acquisitions;

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· we may have to write off goodwill or other intangible assets; and

· we may incur unforeseen obligations or liabilities (including assumed liabilities not fully indemnified by the seller) in connection with acquisitions.

If we are unable to identify suitable acquisition candidates and successfully complete acquisitions, our growth may be adversely affected.

Our growth has depended in part on our ability to acquire similar or complementary businesses on favorable terms. This growth strategy is subject to a number of risks that could adversely affect our business and financial results, including:

- we may not be able to find suitable businesses to acquire at affordable valuations or on other acceptable terms;
- we may face competition for acquisitions from other potential acquirers, some of whom may have greater resources than us or may be less highly leveraged, or from the possibility of an acquisition target pursuing an initial public offering of its stock;
- may have to incur additional debt to finance future acquisitions as we have done in the past and no assurance can be given as to whether, and on what terms, such additional debt will be available; and
- we may find it more difficult or costly to complete acquisitions due to changes in accounting, tax, securities or other regulations.

Catastrophic events may disrupt or otherwise adversely affect the markets in which we operate, our business and our profitability.

Our business may be adversely affected by a war, terrorist attack, natural disaster or other catastrophe. A catastrophic event could have a direct negative impact on us or an indirect impact on us by, for example, affecting our customers, the financial markets or the overall economy. The potential for a direct impact is due primarily to our significant investment in our infrastructure. Although we maintain redundant facilities and have contingency plans in place to protect against both man-made and natural threats, it is impossible to fully anticipate and protect against all potential catastrophes. Despite our preparations, a security breach, criminal act, military action, power or communication failure, flood, severe storm or the like could lead to service interruptions and data losses for customers, disruptions to our operations, or damage to our important facilities. The same disasters or circumstances that may lead to our customers requiring access to our availability services may negatively impact our own ability to provide such services. Our three largest data centers are particularly important, and a major disruption at one or more of those facilities could disrupt or otherwise impair our ability to provide services to our availability services customers. If any of these events happen, we may be exposed to unexpected liability, our customers may leave, our reputation may be tarnished, and there could be a material adverse effect on our business and financial results.

Because the sales cycle for our Hybrid Cloud computing and storage solutions is typically lengthy and unpredictable, our results may fluctuate from period to period.

Our operating results may fluctuate from period to period and be difficult to predict in a particular period due to the timing and magnitude of solution sales. We offer a number of our solutions that are billed on a monthly basis, typically under a thirty-six (36) month contract. Our clients either have no upfront fees or a limited upfront fee since clients pay as they grow. It is difficult to predict when solution sales will occur or how much revenue they will generate.

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Rapid changes in technology and our customers' businesses could adversely affect our business and financial results.

Our business may suffer if we do not successfully adapt our products and services to changes in technology and changes in our customers' businesses. These changes can occur rapidly and at unpredictable intervals and we may not be able to respond adequately. If we do not successfully update and integrate our products and services to adapt to these changes, or if we do not successfully develop new products and services needed by our customers to keep pace with these changes, then our business and financial results may suffer. Our ability to keep up with technology and business changes is subject to a number of risks and we may find it difficult or costly to, among other things:

- update our products and services and to develop new products fast enough to meet our customers' needs;
- make some features of our products and services work effectively and securely over the Internet;
- update our products and services to keep pace with business, regulatory and other developments in the financial services industry, where many of our customers operate; and
- update our services to keep pace with advancements in hardware, software and telecommunications technology.

Some technological changes, such as advancements that have facilitated the ability of our customers to develop their own internal solutions, may render some of our products and services less valuable or eventually obsolete.

Customers taking their information availability solutions in-house may continue to create pressure on our organic revenue growth rate.

Our solutions allow customers to leverage our significant infrastructure and take advantage of our experience, technology expertise, resource management capabilities and vendor neutrality. Although the trend in the industry continues to favor placing IT equipment outside the company to reduce costs, technological advances in recent years have significantly reduced the cost and the complexity of developing in-house solutions. Some customers, especially the very largest with significant IT resources, prefer to develop and maintain their own in-house availability solutions, which can result in a loss of revenue from those customers. If this trend continues or worsens, there will be continued pressure on our organic revenue growth rate.

The trend toward information availability solutions utilizing more single customer dedicated resources likely will lower our overall operating margin rate over time.

In the information availability services industry, especially among our more sophisticated customers, there is an increasing preference for solutions that utilize some level of dedicated resources, such as blended advanced recovery services and managed services. The primary reason for this trend is that adding dedicated resources, although more costly, provides greater control, reduces data loss and facilitates quicker responses to business interruptions. Advanced recovery services often result in greater use of dedicated resources with a modest decrease in operating margin rate. Managed services require significant dedicated resources and, therefore, have an appropriately lower operating margin rate.

If we are unable to retain or attract customers, our business and financial results will be adversely affected.

If we are unable to keep existing customers satisfied, sell additional products and services to existing customers or attract new customers, then our business and financial results may suffer. A variety of factors could affect our ability to successfully retain and attract customers, including the level of demand for our products and services, the level of customer spending for IT, the level of competition from customers that develop their own solutions internally and

from other vendors, the quality of our customer service, our ability to update our products and develop new products and services needed by customers, and our ability to integrate and manage acquired businesses. Further, the markets in which we operate are highly competitive and we may not be able to compete effectively.

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If we fail to retain key employees, our business may be harmed.

Our success depends on the skill, experience and dedication of our employees. If we are unable to retain and attract sufficiently experienced and capable personnel, especially in product development, sales and management, our business and financial results may suffer. For example, if we are unable to retain and attract a sufficient number of skilled technical personnel, our ability to develop high quality products and provide high quality customer service may be impaired. Experienced and capable personnel in the technology industry remain in high demand, and there is continual competition for their talents. When talented employees leave, we may have difficulty replacing them, and our business may suffer. There can be no assurance that we will be able to successfully retain and attract the personnel that we need.

We are subject to the risks of doing business internationally.

A portion of our revenue is generated outside the United States from customers located in Canada. Because we sell our services outside of the United States, our business is subject to risks associated with doing business internationally. Accordingly, our business and financial results could be adversely affected due to a variety of factors, including:

- changes in Canada's political and cultural climate or economic condition;
- unexpected or unfavorable changes in Canadian laws and regulatory requirements;
- difficulty of effective enforcement of contractual provisions in local jurisdictions;
- inadequate intellectual property protection in Canada;
- trade-protection measures, import or export licensing requirements such as Export Administration Regulations promulgated by the U.S. Department of Commerce and fines, penalties or suspension or revocation of export privileges;
- the effects of applicable Canadian tax law and potentially adverse tax law changes;
- significant adverse changes in the Canadian Dollar exchange rates;
- longer accounts receivable cycles; and
- difficulties associated with repatriating cash in a tax-efficient manner.

In foreign countries, certain business practices may exist that are prohibited by laws and regulations applicable to us, such as the U.S. Foreign Corrupt Practices Act. Although our policies and procedures require compliance with these laws and are designed to facilitate compliance with these laws, our employees, contractors and agents may take actions in violation of applicable laws or our policies. Any such violation, even if prohibited by our policies, could have a material adverse effect on our business and reputation.

If we are unable to protect our proprietary technologies and defend infringement claims, we could lose one of our competitive advantages and our business could be adversely affected.

Our success depends in part on our ability to protect our proprietary products and services and to defend against infringement claims. If we are unable to do so, our business and financial results may suffer. To protect our

proprietary technology, we rely upon a combination of copyright, patent, trademark and trade secret law, confidentiality restrictions in contracts with employees, customers and others, software security measures, and registered copyrights and patents. Despite our efforts to protect the proprietary technology, unauthorized persons may be able to copy, reverse engineer or otherwise use some of our technology. It also is possible that others will develop and market similar or better technology to compete with us. Furthermore, existing patent, copyright and trade secret laws may afford only limited protection, and the laws of certain countries do not protect proprietary technology as well as United States law. For these reasons, we may have difficulty protecting our proprietary technology against unauthorized copying or use. If any of these events happens, there could be a material adverse effect on the value of our proprietary technology and on our business and financial results. In addition, litigation may be necessary to protect our proprietary technology. This type of litigation is often costly and time-consuming, with no assurance of success.

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We may be sued for violating the intellectual property rights of others.

The IT industry is characterized by the existence of a large number of trade secrets, copyrights and the rapid issuance of patents, as well as frequent litigation based on allegations of infringement or other violations of intellectual property rights. We license all software that is utilized in our solutions from third parties vendors and we expect our vendors not to infringe on the property rights of others. There is a risk that these licenses we purchase from vendors could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products.

As a result of all of these factors, there can be no assurance that in the future third parties will not assert infringement claims against our vendors which in turn would preclude us from using a technology in our products or require us to enter into royalty and licensing arrangements on terms that are not favorable to us, or force us to engage in costly infringement litigation, which could result in us paying monetary damages or being forced to redesign our products to avoid infringement. Additionally, our licenses and service agreements with our customers generally provide that we will defend and indemnify them for claims against them relating to our alleged infringement of the intellectual property rights of third parties with respect to our products or services. We might have to defend or indemnify our customers to the extent they are subject to these types of claims. Any of these claims may be difficult and costly to defend and may lead to unfavorable judgments or settlements, which could have a material adverse effect on our reputation, business and financial results. For these reasons, we may find it difficult or costly to add or retain important features in our products and services

Defects, design errors or security flaws in our products could harm our reputation and expose us to potential liability.

Most of our solutions are very complex. No matter how careful the design and development, complex solutions often contains errors and defects when first introduced and when major new updates or enhancements are released. If errors or defects are discovered in current or future products, there may be material adverse effects to our results of operations. The parties that develop the solutions we license may make a major design error that makes the product operate incorrectly or less efficiently.

In addition, certain of our products include security features that are intended to protect the privacy and integrity of customer data. Despite these security features, our products and systems, and our customers' systems may be vulnerable to break-ins and similar problems caused by third parties, such as hackers bypassing firewalls and misappropriating confidential information. Such break-ins or other disruptions could jeopardize the security of information stored in and transmitted through our computer systems and those of our customers, subject us to liability and tarnish our reputation. We may need to expend significant capital resources in order to eliminate or work around errors, defects, design errors or security problems. Any one of these problems in our products may result in the loss of or a delay in market acceptance of our products, the diversion of development resources, a lower rate of license renewals or upgrades and damage to our reputation, and in turn may increase service and warranty costs.

A material weakness in our internal controls could have a material adverse affect on us.

Effective internal controls are necessary for us to provide reasonable assurance with respect to our financial reports and to effectively prevent fraud. If we cannot provide reasonable assurance with respect to our financial reports and effectively prevent fraud, our reputation and operating results could be harmed. Pursuant to Sarbanes-Oxley, we are required to furnish a report by management on internal control over financial reporting, including management's assessment of the effectiveness of such control. Internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Further, the complexities of our quarter- and year-end closing processes increase the risk that a weakness in internal controls over financial reporting may go undetected. Therefore, even effective internal

controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. In addition, projections of any evaluation of effectiveness of internal control over financial reporting to future periods are subject to the risk that the control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. If we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, we could fail to meet our reporting obligations, and there could be a material adverse effect on our business and financial results.

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Unanticipated changes in our tax provision or the adoption of new tax legislation could affect our profitability or cash flow.

We are subject to income taxes in the United States and Canada. Significant judgment is required in determining our worldwide provision for income taxes. We have been subject to audit by tax authorities. Although we believe our tax provision is reasonable, the final determination of our tax liability could be materially different from our historical income tax provisions, which could have a material effect on our financial position, results of operations or cash flows. In addition, tax-law amendments in the U.S. and Canada could significantly impact how U.S. multinational corporations are taxed. Although we cannot predict whether or in what form such legislation will pass, if enacted it could have a material adverse effect on our business and financial results.

If critical components or systems become unavailable , our business will be negatively impacted.

Stability of technology systems supply is crucial to the solutions we offer our customers. As some critical devices and components are supplied by certain third-party manufacturers, we may be unable to acquire necessary amounts of key systems at competitive prices. We have selected these particular manufacturers based on their ability to consistently produce these products according to our requirements in an effort to obtain the best quality product at the most cost effective price. However, the loss of all or one of these suppliers or delays in obtaining shipments could have an adverse effect on our operations until an alternative supplier could be found, if one may be located at all. This may cause us to breach our contracts and lose sales.

Our products could contain defects or they may be installed or operated incorrectly, which could reduce sales of those products or result in claims against us.

Although we have quality assurance practices to ensure good product quality, defects still may be found in the future in our existing or future products. End-users could lose their confidence in our products and the Company when they unexpectedly use defective products or use our products improperly. This could result in loss of revenue, loss of profit margin, or loss of market share. Moreover, because our disaster recovery services are employed in the healthcare industry, if such service is a cause, or perceived to be the cause, of injury or death to a patient, we would likely be subject to a claim. If we were found responsible it could cause us to incur liability which could interrupt or even cause us to terminate some or all of our operations.

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USE OF PROCEEDS

Southridge is selling all of the shares of our common stock covered by this prospectus for its own account. Accordingly, we will not receive any proceeds from the resale of our common stock. However, we will receive proceeds from any sale of the common stock to Southridge under the Equity Purchase Agreement. We would use any proceeds received for working capital and general corporate purposes, including acquisitions and/or capital expenditures.

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EQUITY PURCHASE AGREEMENT

Pursuant to the Equity Purchase Agreement, Southridge has committed to purchase up to \$20,000,000 of shares of our common stock over a two year period commencing on the Effective Date. Accordingly, this prospectus relates to the resale from time to time of up to 1,763,317 shares of our common stock by Southridge.

On November 29, 2011, we entered into the Equity Purchase Agreement with Southridge under which Southridge has committed to purchase up to \$20,000,000 of shares of our common stock over a two year period commencing on the Effective Date. For each share of our common stock purchased under the Equity Purchase Agreement, Southridge will pay ninety two percent (92%) of the average of the lowest Closing Prices of our common stock reported by Bloomberg Finance L.P. during the Valuation Period commencing on the date a Put Notice is delivered to Southridge in the manner prescribed in the Equity Purchase Agreement. The aggregate dollar value that we will be permitted to put to Southridge will be the lesser of either (i) \$250,000 or (ii) 250% of the average daily volume (U.S. market only) of our common stock based on the twenty (20) trading days preceding the Put Date. This prospectus covers, in part, the resale of our stock by Southridge either in the open market or to other investors through negotiated transactions. Southridge's obligations under the Equity Purchase Agreement are not transferable and this registration statement does not cover sales of our common stock by transferees of Southridge. Subject to certain limitations outlined below, we may, at our sole discretion, issue a Put Notice to Southridge, after which Southridge will be irrevocably bound to acquire such shares.

We may draw on the facility from time to time, as and when we determine appropriate in accordance with the terms and conditions of the Equity Purchase Agreement. The 1,763,317 Put Shares included in this prospectus represent a portion of the shares issuable to Southridge under the Equity Purchase Agreement. This portion was calculated as approximately 30% of the Company's public float as of February 3, 2012. The offered shares represented 6.1% of the currently outstanding shares of our common stock on April 12, 2012 and 5.8% of the outstanding shares of our common stock on April 12, 2012, including the offered shares. On April 19, 2012, the closing price of our common stock was \$0.35 per share. Notwithstanding the foregoing, under the Equity Purchase Agreement, at no point may the number of Put Shares purchased by Southridge exceed the number of such shares that, when aggregated with all other shares of common stock then owned or deemed owned by Southridge beneficially, result in Southridge owning more than 9.99% of all of our outstanding common stock.

Southridge will only purchase shares when we meet the following conditions:

- a registration statement has been declared effective and remains effective for the resale of the common stock subject to such Put Notice;
- neither the Company nor Southridge shall have received notice that the SEC has issued or intends to issue a stop order with respect to such registration statement or that the SEC otherwise has suspended or withdrawn effectiveness of such registration statement, either temporarily or permanently, or intends or has threatened to do so;
- no other suspension of the use or withdrawal of the effectiveness of such registration statement or related prospectus shall exist;
- the representations and warranties of the Company in the Equity Purchase Agreement shall be true and correct in all material respects as of such date;
- the Company shall have performed, satisfied and complied in all material respects with all covenants, agreements and conditions required under the Equity Purchase Agreement;

·no statute, rule, regulation, executive order, decree, ruling or injunction has been enacted, entered, promulgated or adopted by any court or governmental authority of competent jurisdiction that prohibits or directly and materially adversely affects any of the transactions contemplated by the Equity Purchase Agreement and no proceeding has been commenced that may have the effect of prohibiting or materially adversely affecting any of the transactions contemplated by the Equity Purchase Agreement;

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- since the date of filing of the Company's most recent filing with the SEC, no event that has or is reasonably likely to have any effect on the business, operations, properties, or financial condition of the Company that is material and adverse to the Company and/or any condition, circumstance, or situation that would prohibit or otherwise materially interfere with the ability of the Company to enter into and perform its obligations under the Equity Purchase Agreement has occurred;
- the trading of the Company's common stock has not been suspended by the SEC, the OTC Bulletin Board or the FINRA and the Company's common stock shall have been approved for listing on the OTC Bulletin Board and shall not be delisted from the OTC Bulletin Board;
- the Company has not issued any Put Shares or Restricted Shares such that the issuance of such shares would exceed the aggregate number of shares of common stock which the Company may issue without breaching the Company's obligations under the rules or regulations of the OTC Bulletin Board;
- the Company has no knowledge of any event more likely than not to have the effect of causing this registration statement to be suspended or otherwise ineffective (which event is more likely than not to occur within fifteen (15) trading days following the Trading Day on which such Put Notice is deemed delivered);
- the issuance of common stock to Southridge pursuant to the Equity Purchase Agreement will not violate any shareholder approval requirements of the OTC Bulletin Board; and
- no Valuation Event (as defined in the Equity Purchase Agreement) has occurred.

The Equity Purchase Agreement shall terminate:

- when the Company delivers a written notice to Southridge terminating the Equity Purchase Agreement; or
- on the earlier of (i) the date on which Southridge shall have purchased Put Shares pursuant to the Equity Purchase Agreement for an aggregate purchase price of the maximum commitment amount of \$20,000,000, or (ii) the date occurring twenty-four (24) months after the Effective Date.

As we draw down on the Equity Line of Credit, shares of our common stock may be sold into the market by Southridge. The sale of these additional shares could cause our stock price to decline. In turn, if the stock price declines and we issue more puts, more shares will go into the market, which could cause a further drop in the stock price. You should be aware that there is an inverse relationship between the market price of our common stock and the number of shares to be issued pursuant to the Equity Purchase Agreement. If our stock price declines, we will be required to issue a greater number of shares under the Equity Purchase Agreement. We have no obligation to utilize the full amount available under the Equity Purchase Agreement.

However, in the event that during a Valuation Period for any Put Notice, the Closing Price on any trading day falls more than twenty five percent (25%) below the Floor Price, then for each such trading day we shall be under no obligation to sell and Southridge's obligation to fund one-fifth (1/5th) of the put amount for each such trading day shall terminate and the put amount shall be adjusted accordingly. In the event that during a Valuation Period the Closing Price falls below the Floor Price for any two (2) trading days, not necessarily consecutive, then the balance of each party's right and obligation to purchase and sell the investment amount under such Put Notice shall terminate on such second trading day and the investment amount shall be adjusted to include only one-fifth (1/5th) of the initial investment amount for each trading day during the Valuation Period prior to the Termination Day that the Closing Price equals or exceeds the Floor Price. Southridge's obligation to purchase the Put Shares will terminate on the earlier of (i) the date on which Southridge shall have purchased Put Shares pursuant to the Equity Purchase Agreement for an

aggregate purchase price of the maximum commitment amount of \$20,000,000, or (ii) the date occurring twenty-four (24) months from the Effective Date. Neither the Equity Purchase Agreement nor any rights or obligations of the parties under the Equity Purchase Agreement may be assigned by either party to any other person.

As a condition for the execution of the Equity Purchase Agreement by Southridge, we issued to Southridge a total of 50,000 shares of Restricted Stock upon the execution of the Equity Purchase Agreement and we will issue an additional 50,000 shares of Restricted Stock to Southridge at the time of the first draw down notice and initial financing of \$50,000 by Southridge pursuant to the terms of the Equity Purchase Agreement. The Restricted Stock are restricted securities as defined in Rule 144 under the Securities Act.

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SELLING SHAREHOLDERS

We agreed to register for resale 1,763,317 shares of common stock that we will put to Southridge pursuant to the Equity Purchase Agreement. The Equity Purchase Agreement with Southridge provides that Southridge is committed to purchase up to \$20,000,000 of our shares of common stock over a two year period commencing on the Effective Date. We may draw on the facility from time to time, as and when we determine appropriate in accordance with the terms and conditions of the Equity Purchase Agreement. We will not receive any proceeds from the sale of the shares of common stock offered by Southridge. However, we will receive proceeds from the sale of our common stock to Southridge under the Equity Purchase Agreement. The proceeds will be used for working capital or general corporate purposes, including acquisitions and/or capital expenditures.

Security Holder Pursuant to the Equity Purchase Agreement

Southridge is the potential purchaser of our common stock under the Equity Purchase Agreement. The 1,763,317 Put Shares offered in this prospectus are based on the Equity Purchase Agreement between Southridge and us and represent a portion of the shares issuable to Southridge under the Equity Purchase Agreement. This portion was calculated as approximately 30% of the Company's public float as of February 3, 2012. Southridge may from time to time offer and sell any or all of the Put Shares that are registered under this prospectus. For each Put Share, Southridge will pay ninety two percent (92%) of the average of the lowest Closing Prices of our common stock reported by Bloomberg Finance L.P. during the Valuation Period commencing on the Put Date in the manner prescribed in the Equity Purchase Agreement.

We are unable to determine the exact number of shares that will actually be sold by Southridge according to this prospectus due to:

- the ability of Southridge to determine when and whether it will sell any of the Put Shares under this prospectus; and
- the uncertainty as to the number of Put Shares that will be issued upon exercise of our put options under the Equity Purchase Agreement.

The following information contains a description of how Southridge acquired (or shall acquire) the shares to be sold in this offering.

Southridge is a limited partnership organized and existing under the laws of the state of Delaware. All investment decisions of, and control of, Southridge is held by its general partner Southridge Advisors, LLC. Stephen M. Hicks is the manager of Southridge Advisors, LLC, and he has voting and investment power over the shares beneficially owned by Southridge. Southridge acquired, or will acquire, all shares being registered in this offering in the financing transactions with us.

Southridge intends to sell up to 1,763,317 shares of our common stock pursuant to the Equity Purchase Agreement under this prospectus. On November 29, 2011, we entered into the Equity Purchase Agreement with Southridge under which Southridge has committed to purchase up to \$20,000,000 of shares of our common stock over a two year period commencing on the Effective Date. For each share of our common stock purchased under the Equity Purchase Agreement, Southridge will pay ninety two percent (92%) of the average of the lowest Closing Prices of our common stock during the Valuation Period commencing on the Put Date in the manner prescribed the Equity Purchase Agreement.

In addition, in the event that during a Valuation Period for any Put Notice, the Closing Price on any trading day falls more than twenty five percent (25%) below the Floor Price, then for each such trading day we shall be under no

obligation to sell and Southridge's obligation to fund one-fifth (1/5th) of the put amount for each such trading day shall terminate and the put amount shall be adjusted accordingly. In the event that during a Valuation Period the Closing Price falls below the Floor Price for any two (2) trading days, not necessarily consecutive, then the balance of each party's right and obligation to purchase and sell the investment amount under such Put Notice shall terminate on such second trading day and the investment amount shall be adjusted to include only one-fifth (1/5th) of the initial investment amount for each trading day during the Valuation Period prior to the Termination Day that the Closing Price equals or exceeds the Floor Price. Southridge's obligation to purchase the Put Shares will terminate on the earlier of (i) the date on which Southridge shall have purchased Put Shares pursuant to the Equity Purchase Agreement for an aggregate purchase price of the maximum commitment amount of \$20,000,000, or (ii) the date occurring twenty-four (24) months from the Effective Date.

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As a condition for the execution of the Equity Purchase Agreement by Southridge, we issued to Southridge a total of 50,000 shares of Restricted Stock upon the execution of the Equity Purchase Agreement and we will issue an additional 50,000 shares of Restricted Stock to Southridge at the time of the first draw down notice and initial financing of \$50,000 by Southridge pursuant to the terms of the Equity Purchase Agreement. The Restricted Stock are restricted securities as defined in Rule 144 under the Securities Act.

We are relying on an exemption from the registration requirements of the Securities Act for the private placement of our securities under the Equity Purchase Agreement pursuant to Section 4(2) of the Securities Act and/or Rule 506 of Regulation D promulgated thereunder. The transaction does not involve a public offering, Southridge is an “accredited investor” and/or qualified institutional buyer and Southridge has access to information about us and its investment.

There are substantial risks to investors as a result of the issuance of shares of our common stock under the Equity Purchase Agreement. These risks include dilution of shareholders and significant decline in our stock price.

Southridge will periodically purchase shares of our common stock under the Equity Purchase Agreement and will in turn, sell such shares to investors in the market at the prevailing market price. This may cause our stock price to decline, which will require us to issue increasing numbers of shares to Southridge to raise the same amount of funds, as our stock price declines.

Southridge is an “underwriter” within the meaning of the Securities Act. All expenses incurred with respect to the registration of the common stock will be borne by us, but we will not be obligated to pay any underwriting fees, discounts, commission or other expenses incurred by Selling Security Holder in connection with the sale of such shares.

Except as indicated below, neither Selling Security Holder nor any of its associates or affiliates has held any position, office, or other material relationship with us in the past three years.

The following table sets forth the number of shares of common stock beneficially owned by Southridge as of the date hereof and the number of share of common stock being offered by Southridge. The shares being offered hereby are being registered to permit public secondary trading, and Southridge may offer all or part of the shares for resale from time to time. However, Southridge is under no obligation to sell all or any portion of such shares nor is Southridge obligated to sell any shares immediately upon effectiveness of this prospectus. All information with respect to share ownership has been furnished by Southridge. The column entitled “Number of Shares Beneficially Owned After the Offering” assumes the sale of all shares offered.

Name of Selling Share Holder	Shares	Shares to be Offered	Amount	Percent
	Beneficially Owned Prior to Offering		Beneficially Owned After Offering(1)	Beneficially Owned After Offering (2)
Southridge Partners II, LP (3)	50,000	1,763,317	1,813,317	5.91%

(1) The number assumes Southridge sells all of its shares being offered pursuant to this prospectus.

(2) Applicable percentage of ownership is based on 28,912,712 shares of our common stock issued and outstanding as of April 12, 2012, together with securities exercisable or convertible into shares of common stock within 60 days of the date hereof, 2012 for Southridge. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock are deemed to be beneficially owned by the person holding such securities for the purpose of computing the

percentage of ownership of such person, but are not as outstanding for the purpose of computing the percentage ownership of any other person.

- (3) Southridge Partners II, LP is a limited partnership organized and existing under the laws of the state of Delaware. Southridge Advisors, LLC is the general partner of Southridge and has voting and investment power over the shares beneficially owned by Southridge Partners II, LP. Stephen M. Hicks is the manager of Southridge Advisors, LLC, and he has voting and investment power over the shares beneficially owned by Southridge Partners II, LP.

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DETERMINATION OF OFFERING PRICE

For each share of our common stock purchased under the Equity Purchase Agreement, Southridge will pay us ninety two percent (92%) of the average of the lowest Closing Prices of the Company's common stock reported by Bloomberg Finance L.P. during the Valuation Period commencing on the Put Date in the manner prescribed in the Equity Purchase Agreement. There will be no underwriter discounts or commissions.

In the event that during a Valuation Period for any Put Notice, the Closing Price on any trading day falls more than twenty five percent (25%) below the Floor Price, then for each such trading day we shall be under no obligation to sell and Southridge's obligation to fund one-fifth (1/5th) of the put amount for each such trading day shall terminate and the put amount shall be adjusted accordingly. In the event that during a Valuation Period the Closing Price falls below the Floor Price for any two (2) trading days, not necessarily consecutive, then the balance of each party's right and obligation to purchase and sell the investment amount under such Put Notice shall terminate on such second trading day and the investment amount shall be adjusted to include only one-fifth (1/5th) of the initial investment amount for each trading day during the Valuation Period prior to the Termination Day that the Closing Price equals or exceeds the Floor Price.

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PLAN OF DISTRIBUTION

This prospectus relates to the resale of 1,763,317 shares of our common stock, par value \$0.001 per share, by Southridge pursuant to the Equity Purchase Agreement.

Southridge may, from time to time, sell any or all of their shares of our common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. Southridge may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- broker-dealers may agree with Southridge to sell a specified number of such shares at a stipulated price per share;
 - through the writing of options on the shares;
 - a combination of any such methods of sale; and
 - any other method permitted pursuant to applicable law.

To the extent permitted by law, Southridge may also engage in short sales against the box after this registration statement becomes effective, puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

Southridge may also sell the shares directly to market makers acting as principals and/or broker-dealers acting as agents for themselves or its customers. Such broker-dealers may receive compensation in the form of discounts, concessions or commissions from Southridge and/or the purchasers of shares for whom such broker-dealers may act as agents or to whom they sell as principal or both, which compensation as to a particular broker-dealer might be in excess of customary commissions. Market makers and block purchasers purchasing the shares will do so for their own account and at their own risk. It is possible that Southridge will attempt to sell shares of common stock in block transactions to market makers or other purchasers at a price per share which may be below the then market price. Southridge cannot assure that all or any of the shares offered in this prospectus will be issued to, or sold by, Southridge. In addition, Southridge and any brokers, dealers or agents, upon effecting the sale of any of the shares offered in this prospectus are “underwriters” as that term is defined under the Securities Act or the Exchange Act, or the rules and regulations under such acts. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by Southridge. Southridge may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

Neither the Equity Purchase Agreement nor any rights or obligations of the parties under the Equity Purchase Agreement may be assigned by Southridge to any other person.

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Southridge acquired the securities offered hereby in the ordinary course of business and have advised us that it has not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of its shares of common stock, nor is there an underwriter or coordinating broker acting in connection with a proposed sale of shares of common stock by Southridge. We will file a supplement to this prospectus if Southridge enters into a material arrangement with a broker-dealer for sale of common stock being registered. If Southridge uses this prospectus for any sale of the shares of common stock, it will be subject to the prospectus delivery requirements of the Securities Act.

Pursuant to a requirement by FINRA, the maximum commission or discount to be received by any FINRA member or independent broker/dealer may not be greater than eight percent (8%) of the gross proceeds received by us for the sale of any securities being registered pursuant to SEC Rule 415 under the Securities Act.

The anti-manipulation rules of Regulation M under the Exchange Act, may apply to sales of our common stock and activities of Southridge. Southridge will act independently of us in making decisions with respect to the timing, manner and size of each sale.

Southridge is an “underwriter” within the meaning of the Securities Act in connection with the sale of the Put Shares under the Equity Purchase Agreement. No other underwriter or person has been engaged to facilitate the sale of shares of our common stock in this offering. No fees were paid to Southridge in connection with the Equity Purchase Agreement, but we issued a total of 50,000 shares of Restricted Stock to Southridge upon the execution of the Equity Purchase Agreement and we will issue an additional 50,000 shares of Restricted Stock at the time of the first draw down notice and initial financing of \$50,000 by Southridge pursuant to the terms of the Equity Purchase Agreement. The Restricted Stock are restricted securities as defined in Rule 144 under the Securities Act.

We will pay all expenses incident to the registration, offering and sale of the shares of our common stock to the public hereunder other than commissions, fees and discounts of underwriters, brokers, dealers and agents. If any of these other expenses exists, we expect Southridge to pay these expenses. We have agreed to indemnify Southridge and its controlling persons against certain liabilities, including liabilities under the Securities Act. We estimate that the expenses of the offering to be borne by us will be approximately \$29,114. We will not receive any proceeds from the resale of any of the shares of our common stock by Southridge. We may, however, receive proceeds from the sale of our common stock under the Equity Purchase Agreement.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This prospectus contains “forward-looking statements” based on management’s current belief, based on currently available information, as to the outcome and timing of future events. Pursuant to Section 27A(b)(1)(iii) of the Securities Act of 1933, as amended, the safe harbor for forward-looking statements provided in the Private Securities Litigation Reform Act of 1995 does not apply to statements made in connection with an offering such as this. Our actual results may materially differ from those anticipated in the forward-looking statements as a result of certain risks and uncertainties set forth in the “Risk Factors” section beginning on page 7 and elsewhere in this prospectus.

Overview

The Company, through its units, provides cloud storage and cloud computing solutions to business, government, education, financial services and healthcare industries. We will continue to expand and provide a North American cloud storage and computing solution to organizations. We will continue to grow through acquisition of synergetic companies for product extensions as well as improved cash flow while building organically with our direct sales force and partnerships thereby building value for our clients and shareholders.

The Company is focused on the North American SMBs marketplace. SMBs are organizations that employ between 50 and 1500 persons. The Company’s current units provide data protection and business continuity solutions that assist organizations protect their computer data, minimize downtime, ensure regulatory compliance, insure retention policies and recover and restore data quickly. Through our three data centers in Westbury, New York, Boston, Massachusetts, and Warwick, Rhode Island and by leveraging leading technologies, we deliver and support a broad range of premium solutions for both Windows and IBM environments that assist our clients save time and money, gain more control of and better access to data, and enable the highest level of security for their data. We provide a full range of cloud computing and storage solutions that meet our client’s data protection, disaster recovery, and business continuity requirements. We offer our solutions and services by leveraging leading technologies, such as virtualization, cloud computing and cloud storage. We have SAS 70 Type II data centers in New York and Massachusetts. A major differentiator is that we offer solutions that vary in recovery times from 24 hours to minutes. Our solutions work with the majority of the operating systems in today’s business environment.

We are a Nevada corporation with headquarters in Garden City, New York. We were first incorporated in Delaware in August 2001 as a private company. Data Storage Corporation, the Nevada corporation was incorporated in March 2007. On October 20, 2008 we merged with Euro Trend Inc., a Nevada corporation (“Euro Trend”). Pursuant to a share exchange agreement, we received 13,357,143 shares of Euro Trend’s common stock. This transaction was accounted for as a reverse merger for accounting purposes. Accordingly, the Company as the accounting acquirer was regarded as the predecessor entity. On June 17, 2010, our wholly owned subsidiary Data Storage Corporation, a Delaware corporation (“Data Storage DE”) and SafeData, LLC, a Delaware limited liability company (“SafeData”) entered into an asset purchase agreement under which we acquired all right, title and interest in the end user customer base of SafeData and all related current and fixed assets and contracts including the transfer of all of SafeData’s current liabilities arising out of the business or the assets acquired. Pursuant to the asset purchase agreement with SafeData, we paid an aggregate purchase price equal to \$4,300,000. Giving effect to certain holdback and contingency clauses as defined in the agreement, we paid \$1,229,952 in cash and \$850,000 in shares of our common stock as well as assumption of SafeData accounts payable and receivables.

How We Generate Our Revenues

General

We derive our revenues from the sale of subscription solutions on long term agreements with our clients that provide businesses protection of critical electronic data. In 2011, revenues consisted primarily of cloud computing, cloud storage and infrastructure-as-a-service offerings which include data vaulting, disaster recovery of data with standby computing environments for our clients and high availability (data replication) solutions. We deliver our services over highly reliable, redundant and secure fiber optic networks with separate and diverse routes to the Internet. The network and geographical diversity is important to clients seeking storage hosting and disaster recovery solutions, ensuring protection of data and continuity of business in the case of a network interruption.

We have expanded our solutions based on the expertise of the SafeData acquisition which is a leader in supporting disaster recovery and business continuity solutions to the IBM mid-range user group. We provide value to this underserved market by assisting clients in meeting their expectations.

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Results of Operations

Fiscal Year Ended December 31, 2011 as Compared to December 31, 2010

Net Sales. Net sales for the year ended December 31, 2011 were \$3,940,323, an increase of \$1,425,983, or 56.7%, compared to \$2,514,340 for the year ended December 31, 2010. The increase in sales is primarily attributable to increased sales personnel and a full year of revenue from the Safedata acquisition.

Cost of Sales. For the year ended December 31, 2011, cost of sales was \$2,509,921, an increase of \$926,461 from \$1,583,459 for the year ended December 31, 2010. The increase in cost of sales is directly attributable to the increase in sales and related costs over the prior period. The Company's gross margin is 36.3 % for the year ended December 31, 2011 as compared to 37.0 % for the year ended December 31, 2010.

Operating Expenses. For the year ended December 31, 2011, operating expenses were \$3,257,091, an increase of \$961,338, as compared to \$2,295,753 for the year ended December 31, 2010. The majority of the increase in operating expenses for the year ended December 31, 2011 is a result of increased officer's salaries, sales salaries and sales commissions in connection with the acquisition of SafeData and the hiring of a sales team and a Chief Operating Officer. Sales salaries increased \$211,143 to \$487,238, as compared to \$276,095 for the year ended December 31, 2010. Executive salaries expense increased \$447,427 to \$461,006, as compared to \$13,579 for the year ended December 31, 2010. Sales commission expense increased \$192,253 to \$308,899, as compared to \$116,646 for the year ended December 31, 2010.

Other Expenses. Gain on settlement of contingent consideration expense for the year ended December 31, 2011 increased \$176,497 to \$176,497 from \$0 for the year ended December 31, 2010. Impairment of intangible assets for the year ended December 31, 2011 increased \$126,130 to \$0 from (\$126,130) for the year ended December 31, 2010. Interest income for the year ended December 31, 2011 increased \$2,222 to \$2,244 from 2 for the year ended December 31, 2010. Amortization of debt discount for the year ended December 31, 2011 increased \$587,814 to \$753,935 from \$166,121 for the year ended December 31, 2010. Amortization of deferred financing fees for the year ended December 31, 2011 increased \$4,368 to \$4,368 from \$0 for the year ended December 31, 2010. Loss on extinguishment of debt for the year ended December 31, 2011 increased \$142,925 to \$142,925 from \$0 for the year ended December 31, 2010. Loss on settlement of liabilities for the year ended December 31, 2011 increased \$8,975 to \$8,975 from \$0 for the year ended December 31, 2010. Interest Expense for the year ended December 31, 2011 increased \$103,636 to \$245,496 from \$141,860 for the year ended December 31, 2010.

Net Loss. Net loss for the year ended December 31, 2011 was (\$2,803,647) an increase of \$1,004,665 as compared to net loss of (\$1,798,982) for the year ended December 31, 2010.

Liquidity and Capital Resources

The financial statements have been prepared using U.S. generally accepted accounting principles applicable for a going concern, which assumes that the Company will realize its assets and discharge its liabilities in the ordinary course of business. The Company has been funded by the Chief Executive Officer and largest shareholder combined with private placements of the Company's common stock. The Company has been successful in raising money as needed. Further it is the intention of management to continue to raise money through stock issuances and to fund the Company on an as needed basis. In 2012 we intend to continue to work to increase our presence in the IBM marketplace utilizing our increased technical expertise, capacity for data storage and managed services through our asset acquisition of SafeData.

To the extent we are successful in growing our business, identifying potential acquisition targets and negotiating the terms of such acquisition, and the purchase price includes a cash component, we plan to use our working capital and the proceeds of any financing to finance such acquisition costs. Our opinion concerning our liquidity is based on current information. If this information proves to be inaccurate, or if circumstances change, we may not be able to meet our liquidity needs.

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During the year ended December 31, 2011 the Company's cash increased \$ 118,095 to \$ 168,490 from \$ 50,395 at December 31, 2010. Net cash of \$ 519,493 was used in the Company's operating activities and cash of \$96,575 was used in investing activities, primarily funding operational activities. Net cash of \$ 734,163 was provided by the Company's financing activities, \$ 1,755,000 of the financing was from the issuance of common stock, offset by \$462,143 in payment of capital lease obligations and the final payment of contingent consideration in the acquisition of Safe Data of \$546,516.

The Company's working capital was (\$ 2,281,776) at December 31, 2011, decreasing \$ 262,075 from (\$ 2,543,851) at December 31, 2010. The decrease is primarily due to accounts payable, leases payable, loan payable and deferred revenue recorded in connection with the acquisition of the net assets of SafeData.

Share Based Compensation

The Company follows the requirements of FASB ASC 718-10-10, Share Based Payments with regard to stock-based compensation issued to employees. The Company has agreements and arrangements that call for stock to be awarded to the employees and consultants at various times as compensation and periodic bonuses. The expense for this stock based compensation is equal to the fair value of the stock price on the day the stock was awarded multiplied by the number of shares awarded.

The valuation methodology used to determine the fair value of the options issued during the year was the Black-Scholes option-pricing model. The Black-Scholes model requires the use of a number of assumptions including volatility of the stock price, the average risk-free interest rate, and the weighted average expected life of the options.

The risk-free interest rate assumption is based upon observed interest rates on zero coupon U.S. Treasury bonds whose maturity period is appropriate for the term of the warrants and is calculated by using the average daily historical stock prices through the day preceding the grant date.

Estimated volatility is a measure of the amount by which the Company's stock price is expected to fluctuate each year during the expected life of the award. The Company's estimated volatility is an average of the historical volatility of peer entities whose stock prices were publicly available. The Company's calculation of estimated volatility is based on historical stock prices of these peer entities over a period equal to the expected life of the awards. The Company uses the historical volatility of peer entities due to the lack of sufficient historical data of its stock price.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities" (SPEs).

Critical Accounting Policies

Our financial statements and related public financial information are based on the application of United States generally accepted accounting principles ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenue, and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

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Our significant accounting policies are summarized in Note 2 of our financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this prospectus.

Recently Issued and Newly Adopted Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (“FASB”) issued ASU 2009-13, Multiple-Deliverable Revenue Arrangements, (amendments to FASB ASC Topic 605, Revenue Recognition) (“ASU 2009-13”) and ASU 2009-14, Certain Arrangements That Include Software Elements , (amendments to FASB ASC Topic 985, Software) (“ASU 2009-14”). ASU 2009-13 requires entities to allocate revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy. The amendments eliminate the residual method of revenue allocation and require revenue to be allocated using the relative selling price method. ASU 2009-14 removes tangible products from the scope of software revenue guidance and provides guidance on determining whether software deliverables in an arrangement that includes a tangible product are covered by the scope of the software revenue guidance. ASU 2009-13 and ASU 2009-14 should be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. The Company does not expect adoption of ASU 2009-13 or ASU 2009-14 to have a material impact on the Company’s results of operations or financial condition.

Quantitative and Qualitative Disclosures About Market Risk

We do not hold any derivative instruments and do not engage in any hedging activities.

Financial Statements and Supplementary Data

The required financial statements and the notes thereto appear at the end of this prospectus beginning on page F-1.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

At no time have there been any disagreements with our accountants regarding any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

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DESCRIPTION OF BUSINESS

Our Company

The Company, through its units, provides cloud storage and cloud computing solutions to business, government, education, financial services and healthcare industries. We will continue to expand and provide a North American cloud storage and computing solution to organizations. We will continue to grow through acquisition of synergetic companies for product extensions as well as improved cash flow while building organically with our direct sales force and partnerships thereby building value for our clients and shareholders.

The Company is focused on the North American SMBs marketplace. SMBs are organizations that employ between 50 and 1500 persons. The Company's current units provide data protection and business continuity solutions that assist organizations protect their computer data, minimize downtime, ensure regulatory compliance, insure retention policies and recover and restore data quickly. Through our three data centers in Westbury, New York, Boston, Massachusetts, and Warwick, Rhode Island and by leveraging leading technologies, we deliver and support a broad range of premium solutions for both Windows and IBM environments that assist our clients save time and money, gain more control of and better access to data, and enable the highest level of security for their data. We provide a full range of cloud computing and storage solutions that meet our client's data protection, disaster recovery, and business continuity requirements. We offer our solutions and services by leveraging leading technologies, such as virtualization, cloud computing and cloud storage. We have SAS 70 Type II data centers in New York and Massachusetts. A major differentiator is that we offer solutions that vary in recovery times from 24 hours to minutes. Our solutions work with the majority of the operating systems in today's business environment.

We are a Nevada corporation with headquarters in Garden City, New York. We were first incorporated in Delaware in August 2001 as a private company. Data Storage Corporation, the Nevada corporation was incorporated in March 2007. On October 20, 2008 we merged with Euro Trend Inc., a Nevada corporation ("Euro Trend"). Pursuant to a share exchange agreement, we received 13,357,143 shares of Euro Trend's common stock. This transaction was accounted for as a reverse merger for accounting purposes. Accordingly, the Company as the accounting acquirer was regarded as the predecessor entity. On June 17, 2010, our wholly owned subsidiary Data Storage Corporation, a Delaware corporation ("Data Storage DE") and SafeData, LLC, a Delaware limited liability company ("SafeData") entered into an asset purchase agreement under which we acquired all right, title and interest in the end user customer base of SafeData and all related current and fixed assets and contracts including the transfer of all of SafeData's current liabilities arising out of the business or the assets acquired. Pursuant to the asset purchase agreement with SafeData, we paid an aggregate purchase price equal to \$4,300,000. Giving effect to certain holdback and contingency clauses as defined in the agreement, we paid \$1,229,952 in cash and \$850,000 in shares of our common stock as well as assumption of SafeData accounts payable and receivables.

We derive our revenues from the sale of subscription solutions on long term agreements with our clients that provide businesses protection of critical electronic data. In 2011, revenues consisted primarily of cloud computing, cloud storage and infrastructure-as-a-service offerings which include data vaulting, disaster recovery of data with standby computing environments for our clients and high availability (data replication) solutions. We deliver our services over highly reliable, redundant and secure fiber optic networks with separate and diverse routes to the Internet. The network and geographical diversity is important to clients seeking storage hosting and disaster recovery solutions, ensuring protection of data and continuity of business in the case of a network interruption.

Business Strategy

Competitive Advantages

We are one of the few cloud storage and cloud computing providers that offer a range of solutions based on clients' recovery time objectives. We provide value beyond price with our 24/7/365 support teams. Our investment in a SAS 70 data centers, state of the art storage equipment from Hitachi and IBM; and, our partnership with NetApp and other leading providers of technology, sets us apart from the few competitors that provide our level of solutions and support. Our organizational acquisition strategy brings value to our client base by providing superior solutions of disaster recovery and business continuity. A clear example was the acquisition of SafeData in June 2010.

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Products & Services:

We insure that a client can recover from a computer virus, a crashed computer server, a stolen or broken laptop or a natural disaster that destroyed a business' data center. We provide solutions based on the client's recovery time objective and their budget: high availability, providing an up time in less than thirty minutes; standby equipment for an eight hour recovery time; data vaulting with a timeframe that can range from minutes to twenty-four hours; and for clients looking to better manage the growing data from emails and files we offer lifecycle management of their data.

The following are descriptions of our services and solutions offered on a subscription basis:

SafeData High Availability ("SafeData HA")

Our SafeData HA service meets the high availability demands of companies that have recovery time objectives of 30 minutes or less. Combining best-in-class technologies from the industry's leading developers, SafeData HA is the Company's subscription-based high availability offering. For a monthly subscription fee, the Company creates and maintains a mirror of its clients' mission-critical systems and data at a secure off-site data center ensuring their business is "switch ready". During either planned or unplanned downtime, SafeData HA provides a switchable "mirror" of a company's data and applications providing availability in 30 minutes or less.

SafeData HA is available for the IBM System i, UNIX, AIX and Windows operating systems. Products on each platform share the same architecture, but use a different middleware product designed and priced for the platform's specific operating system. SafeData HA provides real-time system replication using standard Internet protocol. It is replicated to a server in our data centers.

In the event of an outage, our system becomes the production system. When the client's production system is again operational, our server updates the client's system with any new data. When downtime is planned, the customer can switch to our server and run its production applications. Our carrier class SAS 70 data centers meet regulatory and compliance requirements for businesses in the financial, healthcare, legal, and life-science industries. Our facilities are equipped with redundant power, 24/7 security, data-grade HVAC, fire suppression, an independent water supply and redundant data routes from many metropolitan areas. With our subscription-based high availability offering, we provide small and mid-sized businesses access to cost effective best-in-class replication technologies.

SafeData Disaster Recovery ("SafeData DR")

Some organizations may not require real-time recovery. For those with recovery time objectives of 12 hours or less running in Windows, UNIX, Linux or IBM System i environments, our SafeData DR subscription-based service is a viable option requiring no initial capital expenditure. Leveraging electronic vaulting technology, SafeData DR is a cloud recovery service that gives organizations remote access to mirrored data and a fully functioning recovery system within hours of a disruption. SafeData DR instantly transfers data off-site to one of our secure data centers. All data is encrypted prior to transmission and remains encrypted "in-flight" and "at rest" to ensure protection and to meet today's compliance standards. Our carrier class SAS 70 data centers meet regulatory and compliance requirements for businesses in the financial, healthcare, legal, and life-science industries. Our facilities are equipped with redundant power, 24/7 security, data-grade HVAC, fire suppression, an independent water supply and redundant data routes from many metropolitan areas. With our subscription-based standby server offering, we provide small and mid-sized businesses access to cost effective best-in-class disaster recovery with no capital expenditure. The SafeData/Disaster Recovery service supports all major network environments including Windows, OS/400 Linux/Unix, Mac OS X, AIX, Netware and VMware.

SafeData Vault for Cloud Recovery & Archiving

We offer a fully automated service designed to reduce the overall costs associated with backup and recovery of application and file servers that enables organizations to centralize and streamline their data protection process. Business-critical data can be backed up any time, while servers are up and running. The essence of data backup is simply the scheduled movement of “point-in-time” snapshots of data across a network to a remote location. Our disk-to-disk backup and recovery solution is reliable and easy-to-use. As part of this service, we offer Continuous Data Protection (CDP), delta block processing, data de-duplication and large volume protection. The backup and recovery solution supports all major network environments.

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SafeData Vault has significant advantages over traditional backup software. They include: immediate off-site backup, reduced backup windows, elimination of tape management issues, minimized costs associated with distributed backups, elimination of human intervention, encryption of all backed up data, and optimized bandwidth.

Agentless Architecture

Our cloud backup and Disaster Recovery solutions are comprised of an agentless architecture. This agentless solution requires our client software to be installed on only one system at a customer location. The client then manages all of the systems that are backed-up for storage and/or Disaster Recovery. The client provides a single windowpane solution for managing the entire back-up solution. The client allows the customer to set different back-up sets and retention policies for different systems from annual to daily, including an option for continuous data protection. For example, if the customer has a daily back-up with 30 (thirty) day retention, the customer has access to 30 (thirty) versions of the file as it existed on the day it was backed-up. The client software is configured with automatic upgrades to limit customer time for management. The client software is highly secure encrypting all data at the customer premises and the data remains encrypted during transport and while at rest at our data center. Our solution is FIPS 140-2 certified and utilizes AES 256 bit encryption.

Data Archiving – Lifecycle Management

There are multiple tiers of backup for active data. Operationally critical data requires more frequent backups on higher performance devices. By managing data throughout its life cycle, we can provide the best data protection, meet compliance regulations and improve recovery time objectives (“RTO”). Lifecycle Management offers policy-based long-term file archiving and automated searching/restoration of data from backup sessions reducing the cost of inactive files on-line and thus aligning the value of the information with the cost of protecting it. With Lifecycle Management, we can create restorable point-in-time copies of backup sets for historical reference to meet compliance objectives and create Certificates of Destruction. All of an enterprise’s data can be placed into one of two categories: (i) critical information which is needed for day-to-day operations and information that resides in the system’s primary storage for fast access, and (ii) important information, which is the historical, legal and regulatory information that can safely be archived to secondary storage, lower cost disk or tapes stored offsite.

Continuous Data Protection (“CDP”)

What if a database is corrupted in the middle of the workday? As data continually mounts in today’s fast paced business environment, organizations need to protect their systems on an ongoing basis, or risk losing mission-critical data, information, and transactions, as well as associated business revenue. CDP refers to data automatically protected whenever a change is made to that data (an asynchronous backup). Therefore, CDP enables data copies in real-time, capturing every version of the data whenever the customer saves it. It allows the data to be restored to any point in time. CDP solutions employ sophisticated input-output (“I/O”), CPU, and network throttling to achieve efficiency and reliability. Moreover, to protect against connectivity failures and interruptions, CDP features an auto resume mechanism that sustains replication and adapts according to the environment to achieve optimal and predictable performance.

Our technology will identify and propagate only that sector of data to the disaster recovery (“DR”) site, effectively reducing bandwidth and storage consumption. CDP also employs data compression and encryption to maximize network bandwidth utilization and ensure end-to-end security between the primary and DR site.

A CDP solution allows unlimited granularity since data can be recovered from an infinite number of recovery point objectives (“RPO”). CDP protected files are protected whenever they are saved to disk in their source computers. CDP also continuously monitors the changes on the specified target files and backs up the changes as soon as they are

detected. Our CDP is implemented as a no-cost backup option and can be applied to file systems and email backup sets to improve recovery of critical data.

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Immediate Protection of Critical Data

Once protected data is saved to disk, it is backed up locally (if local storage is available) and simultaneously is sent encrypted to be stored offsite to our storage repository. Backup window and RTOs are reduced to zero.

Microsoft Exchange

Ensure business-critical e-mail data is protected against application or hardware-based corruption or loss, user error, or a natural disaster with our solution. Designed with ease of use in mind, our solution provides Exchange Server 2000/2003/2007 complete protection down to the individual mailbox or even an individual mail message.

SafeData/Cloud

SafeData/Cloud is a fully managed service, offering “Capacity on Demand” for IBM Power Systems (AS400, IBM i) and Windows based applications. This infrastructure as a service (IaaS) offering is a secure and reliable solution for any enterprise. The SafeData/Cloud allows our customers to customize and deploy a complete cloud infrastructure through a web-based portal built on VMware Cloud Director. Our team of experienced technicians manage and maintain this infrastructure. We also automatically update operating systems with new software releases and corresponding equipment required to support the newest operating systems. The SafeData/Cloud solution allows our customers to choose the processor, memory and storage resources they require. With this fine-tuned selection based solution, our customers only pay for the resources they utilize. Our carrier class SAS 70 data centers meet regulatory and compliance requirements for businesses in the financial, healthcare, legal, and life-science industries. Our facilities are equipped with redundant power, 24/7 security, data-grade HVAC, fire suppression, an independent water supply and redundant data routes from many metropolitan areas.

Competition

There are few existing companies that offer the product portfolio for Disaster Recovery and Business Continuity that we currently provide our clients. Technical environments typically require multiple solutions that are provided by multiple vendors. Our High Availability and Virtual Disaster Recovery solutions compete with companies such as HP, IBM, and SunGard. We compete with these three excellent companies on the basis of value and a higher technical touch. We focus on the small and medium business marketplace which is typically underserved by enterprise solutions.

Our Data Vaulting solutions compete with many companies in the fragmented data storage market. Companies that provide vaulting services include resellers, third party agents and companies with their own data centers. We also compete with companies that offer legacy tape systems and/or non-compliant onsite disk hardware. Some of the companies that we compete with that offer vaulting services are Mozy, Carbonite, i365, Symantec, Comm Vault, and Venyu. Many of these vaulting companies focus on businesses with fewer than 50 employees.

Sales and Marketing

We have continued to increase our sales and marketing efforts in 2011. We began the year with three (3) sales and marketing employees and currently have nine (9). We added a New York City sales office to complement our Warwick, Rhode Island and Garden City, New York offices. In addition to our sales staff, we have over 100 agents and channel partners that market our products and services to their customer base and contacts. Our marketing firm has increased the volume and quality of leads that have been generated through Search Engine Optimization, email campaigns, pay per click advertising, and social media. We have also increased the frequency of our Press Releases.

In 2011, 30% of our 209 customers accounted for 80% of our revenue. The largest customer accounted for 9.1% of our revenue and the second largest customer accounted for only 4.4% of the revenue based on our audited financial statements for the 2011 fiscal year. We will continue our efforts to diversify our customer base in 2012.

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Manufacturing and Suppliers

We rely on best in class third party suppliers for the hardware and software that are utilized to provide our Disaster Recovery Solutions. The Company utilizes hardware from major vendors such as IBM, Blue Arc, and Dell who can be relied upon to continue improving their products and solutions. We also rely on Vision Solutions and Asigra for software that is utilized for data back-up and high availability solutions. Asigra first launched its data back-up solution in 1986 and has continually updated its data back-up solution. Similarly, Vision Solutions also continues to update and upgrade its software solutions.

Government Approvals

Disaster Recovery of data and Business Continuity, including the retention of data has been made more challenging by the increasingly rigorous guidelines regarding data confidentiality, accessibility, and retention governed by Sarbanes-Oxley, FINRA, and regulations promulgated under The Health Insurance Portability and Accountability Act of 1996, as amended (“HIPAA”). We, however, understand these challenges and can ensure that critical information is secure yet accessible while meeting the latest regulations.

Employees

The Company currently has twenty four (24) full-time employees. They consist of eleven (11) sales and marketing personnel, nine (9) technical personnel, and four (4) executive and administrative personnel.

Corporate Information

The Company’s corporate headquarters are located at 401 Franklin Avenue, Garden City, New York.

Description of Property

Our principal executive office address is 401 Franklin Avenue, Garden City, New York 11530. We have a sales office at 55 Broad Street, New York, New York 10004, a sales and technical office at 250A Centerville Road, Warwick, Rhode Island 02886, a data center at 875 Merrick Ave, Westbury, New York 11590, and a data center at 115 Second Avenue, Waltham, Massachusetts 02451.

Legal Proceedings

We are not currently involved in any legal proceedings and we are not aware of any pending or potential legal actions.

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MANAGEMENT

Our directors are appointed for one-year terms to hold office. Each director holds his or her office until his or her successor is elected and qualified or his or her earlier resignation or removal. Our officers are appointed by our Board and hold office until removed by the Board. The following table sets forth information regarding the members of the Company's Board and its executive officers.

Name	Age	Title
Charles M. Piluso	58	President, Chief Executive Officer, and Chairman of the Board
Richard Rebeti Jr.	46	Chief Operating Officer, Chief Financial Officer, and Director
Matthew P. Grosso	48	Executive Vice President and Chief Technology Officer
Peter Briggs	53	Executive Vice President, Business Development, and Treasurer
John Argen	57	Director
Jan Burman	58	Director
Biagio Civale	76	Director
Joseph B. Hoffman	54	Director
Lawrence M. Maglione Jr	50	Director
Cliff Stein	53	Director
John Coghlan	56	Director

Charles M. Piluso. Mr. Piluso is the Company's President, Chief Executive Officer, and Chairman of the Board. Prior to founding the Company in 2001, Mr. Piluso founded North American Telecommunication Corporation, a facilities based Competitive Local Exchange Carrier licensed by the Public Service Commission in ten states, serving as the company's Chairman and President from 1997 to 2000. Between 1990 and 1997, Mr. Piluso served as Chairman and Founder of International Telecommunications Corporation, a facilities-based international carrier licensed by the Federal Communications Commission. Mr. Piluso founded ITC in 1990 and grew it from two employees to 135 employees with \$170 million in revenues in 1997. The company had operations and agreements in many countries including Russia, Israel, Ukraine, United Kingdom, Dominican Republic, Chile, and Canada. During his tenure, Mr. Piluso grew the company to the fifth largest facilities based international carrier in the USA within five years. Mr. Piluso's career in the telecommunications industry began in 1978 when he joined ITT Corporation's Telephone Equipment Division. Over the years, Mr. Piluso was promoted from sales to Sales Management, Marketing and Business Development in their Long Distance Division until 1984. He left ITT to become the General Manager of the New York region for United Technologies Communications Corporation. In that position, Mr. Piluso managed union technicians, sales, installation and customer service. Mr. Piluso holds a Bachelor's degree, a Master of Arts in Political Science and Public Administration, and a Masters of Business Administration, all from St. John's University. He was also an Instructor Professor at St. John's University, College of Business from 1986 through 1988. Currently, Mr. Piluso serves on the Board of Governors at Saint John's University and the Board of Trustees of Molloy College.

Richard Rebeti. Mr. Rebeti has served as the Chief Operating Officer and Chief Financial Officer of the Company since 2011 where he is responsible for managing the Company's day-to-day operations, as well as overseeing its marketing and information systems functions. Mr. Rebeti has more than 20 years of operational management experience at technology and telecommunications organizations. Prior to joining the Company, Mr. Rebeti was the chief technology officer for STi Prepaid, LLC, an over \$300 million division of Leucadia National Corp. and also held the position of COO for Telco Group Inc./STi Prepaid, Inc. During Mr. Rebeti's nine years at STi he was part of a team that coordinated the integration of corporate acquisitions and was responsible for the launch of the company's prepaid wireless division. From 1997 to 2001, Mr. Rebeti was a co-founder of North American Telecommunications

Corporation along with Mr. Piluso, a competitive local exchange carrier offering local, long distance and data services to small and medium size businesses. In this role, Mr. Rebetti was responsible for Systems and Technology, which included information systems, Internet services, service delivery, and operational support systems. Before co-founding North American Telecommunications, Mr. Rebetti worked for RSL COM, U.S.A., Inc., formally International Telecommunications Corporation (ITC), which he co-founded with Mr. Piluso in 1990. During his first five years at ITC, he was responsible for setting up and managing the accounting, billing and M.I.S. departments. During his last 18 months at RSL COM, U.S.A., Inc., he coordinated the implementation of corporate acquisitions held the position of president of RSL Com PrimeCall, Inc., which was the enhanced services division of RSL COM, U.S.A., Inc. During his tenure as president of PrimeCall, annual revenue increased from \$4,000,000 to \$40,000,000. Mr. Rebetti holds a Bachelor of Science degree in finance and an Advanced Professional Certificate in accounting from St. John's University in New York, as well as a Master of Business Administration in management from City University of New York, Baruch College.

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Matthew P. Grosso. Mr. Grosso has served as the Company's Executive Vice President and Chief Technology Officer since 2009 where he is responsible for leading the Technical Operations Management team (including all Data Center Facilities), Product Management & Development, and Corporate Technical Marketing. Mr. Grosso has been a Managing Partner, Vice President, General Manager, Practice Manager and Sales Director for companies focused on technology consulting, systems integration and value-added product solutions. His twenty-four (24) year professional career started with Blue-Chip AT&T and has been balanced between Technology, Business Development, Sales and Management. As an Executive Vice President at a Technology Consulting Startup, he successfully managed the Sales Channel and Vendor Partnership programs with Cisco and AT&T (among others) and, led the sales teams to consistent year-over-year growth. His company was the first international partner to obtain the contract rights with India Partner, Data Access, to offer VoIP phone service between India and the USA in 2002. Some of Mr. Grosso's most notable achievements have been the support and leadership on the service activation of many AT&T-lead Undersea Fiber Optic Cable systems in use today (TAT-9, TAT-10, TAT-11, Haw-5/PacRimEast, Taino-Caribe, etc.) as well as the Sales leadership and joint project management of the 1996 Centennial Olympic Games in Atlanta, where his AT&T team provided worldwide TV broadcast and News Media data transmission. Mr. Grosso has built and managed sales and consultant teams focusing on Telecommunications, Data Communications and Network Hardware Integration, winning many awards for Sales Excellence and Channel Partner Leadership. Mr. Grosso holds a Bachelors of Science in Electrical Engineering from Manhattan College, specializing in Digital Systems Design. Mr. Grosso also holds the following certifications: Cisco Certified Sales Expert, specializing in Unified Communications, Wireless and Security; EMC Proven Professional, Storage, Backup and Recovery; and AT&T Sales, Marketing and Business Management (AT&T National Sales University).

Peter Briggs. Mr. Briggs has served as the Executive Vice President, Business Development and Treasurer since 2010. Prior to joining the Company, Mr. Briggs founded SafeData in 2005 realizing the growing HA need for replication and data recovery solutions for mid-sized businesses and experienced continual growth in both revenues and its customer base during its first five years. Prior to SafeData, Mr. Briggs was President and CEO of ADS, a company he founded and managed. With more than 20 years experience in the IBM mid-market, he led ADS to become one of the largest distributors of AS/400 servers in the New England market. Prior to ADS, Mr. Briggs held various sales and sales management roles for several IBM business partners where he had significant revenue responsibility. Mr. Briggs earned a B.S. degree in business administration from the C.W. Post Campus of Long Island University. He has been awarded the Top Contributor Partner award from IBM and Partner of the Year from Lakeview Technology. He is also a member of the New England Disaster Recovery Exchange and Greater Providence Chamber of Commerce.

John Argen. Mr. Argen has been a Director since 2008. Mr. Argen is a Business Consultant and Developer specializing in IT, telecommunications and construction industries. He is a seasoned professional that brings 30 years of experience and entrepreneurial success from working with small business owners to Fortune 500 firms. From 1992 to 2003, Mr. Argen was the CEO and founder of DCC Systems, a privately held nationwide Technology Design / Build Construction Development and Consulting Solutions firm. Mr. Argen built DCC Systems from the ground up, re-engineering the firm several times to meet the needs of its clientele and enabled DCC Systems to produce gross revenues exceeding 100 million dollars in 2000. Mr. Argen has been a guest speaker at numerous corporate seminars and industry shows. He has been featured on NBC's "Business Now" which accredited his Technology Construction Management methodology as an innovative process for implementing high tech projects on time and within budget. Prior to DCC Systems Mr. Argen held senior management positions at ITT/Metromedia (15 years) and was VP of Engineering & Operations at DataNet, a Wilcox & Gibbs company (2 years). Throughout his corporate tenure he has worked in Operations, Marketing, Systems Engineering, Telecommunications and Information Technology. In a career that spans 30 years he has had full responsibility for technology related and construction projects worth over a billion dollars. Mr. Argen graduated Pace University with a BPS in Finance. His commitment to continued education is reflected in his completion of over 2000 hours of corporate sponsored courses. Mr. Argen also holds a Federal Communication Commission (FCC) Radio Telephone 1st Class License.

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Jan Burman. Mr. Burman has been a Director since 2009. Since 1978, Mr. Burman has brought a unique style and personal sensitivity to the business of real estate development. He has an insight for spotting hidden opportunities that lesser-trained eyes overlook. This adds up to consistent results: value for partners, dividends for investors, and outstanding properties for tenants and buyers. Mr. Burman's successes include a divestiture of nearly \$140 million in holdings to First Industrial Realty Trust, conception and development of Long Island's largest independent "golden age" community to date, The Meadows, co-development of The Bristol, a growing family of prestigious Assisted Living communities, and, over the years, collaboration on the purchase and/or development of over 15 million square feet of property, from Canada to Florida. Mr. Burman, also a CPA, is the founder, past president and chairman of ABLI, the Association for a Better Long Island, which is an aggressive multi-focus lobby created to protect the economic needs of Nassau and Suffolk Counties. He is also a member of the Corporate Advisory Council for the School of Management at Syracuse University, from where he received his MBA.

Biagio "Gino" Civale. Mr. Civale has been a Director since 2008. Mr. Civale has a long, successful career in Telecommunications and as a distinguished Arbitrator with both NASD Regulations, Inc. and the American Arbitration Association. As an arbitrator over the past 32 years, he has dealt with issues surrounding the performance of and adherence to contracts and relationships and responsibilities between and among clients and stockbrokers. As Vice President of Business Development for North American Telecom, Mr. Civale created new business opportunities and alliances around the globe. As Regional Vice President for RSLCOM, he planned and implemented an international Telecommunications network inter-connecting 22 countries on four continents. And, as VP of International Business Development for International Telecommunications Corporation, he was directly responsible for obtaining operating agreements with 24 countries and reached 5th internationally. Prior to International Telecommunications Corporation, Mr. Civale held various General Management positions with a number of International Business Concerns. Mr. Civale is fluent in 5 languages, has a degree from the University of Pisa and has studied Law at the University of Florence.

Joseph B. Hoffman. Mr. Hoffman has been a Director since 2008. He is a partner at Kelley Drye & Warren LLP in the firm's Washington, D.C. office. His commercial practice focuses on real estate and corporate transactions cutting across a wide range of industries. Mr. Hoffman's real estate practice involves developers, borrowers, lenders, buyers, sellers, landlords and tenants. Mr. Hoffman's corporate experience includes the purchase and sale of assets and companies as well as venture capital, equipment leasing and institutional financing transactions. Mr. Hoffman represents telecommunications companies, real estate developers, lenders, venture capital funds, emerging growth companies, thoroughbred horse industry interests, and high-net-worth individuals. Mr. Hoffman received his Bachelor's of Science, cum laude, from the University of Maryland and his Juris Doctor degree, with honors, from the George Washington University Law School.

Lawrence A. Maglione. Mr. Maglione has been a Director since 2008. He is a partner in the accounting firm Eisner & Maglione CPAs, LLC. Mr. Maglione, a co-founder of Data Storage Corporation, LLC, is a financial management veteran with more than 24 years of experience. Prior to joining the Company, Mr. Maglione was a co-founder of North American Telecommunications Corporation, a local phone service provider which provides local and long distance telephone services and data connectivity to small and medium sized businesses. At North American Telecommunications Corporation, Mr. Maglione was Chief Financial Officer, Executive Vice President and was responsible for all finance, legal and administration. During his tenure from September 1997 to January 2001, Mr. Maglione successfully raised over \$100 million in debt and equity funding for North American Telecommunications Corporation. Prior to North American Telecommunications Corporation, Mr. Maglione spent over 14 years in public accounting and he brings a broad range of experience related to companies in the technology, retail services and manufacturing industries. Mr. Maglione is a member of the New York State Society of CPAs. He holds a Bachelor of Science degree in Accountancy, a Masters of Science in Taxation and is a Certified Public Accountant.

Cliff Stein. Mr. Stein has been a Director since 2010. Mr. Stein founded Savitar in 1988 as a real estate advisory company providing assistance to beleaguered lenders and financial institutions on their nonperforming real estate assets. Mr. Stein has acted as an expert witness in countless litigation matters involving real estate transactions and has been appointed as a Receiver, Examiner, and Trustee in State and Federal Courts. Mr. Stein is an attorney and a member of the Florida Bar Association since 1982. He received his Juris Doctor Degree from the University of Miami. He graduated with honors by American University with Bachelor of Science Degrees in finance and accounting. From September 1982 through 1984, he served as a law clerk to the Honorable Joseph A. Gassen, U.S. Bankruptcy Judge for the Southern District of Florida. In 1988, Mr. Stein formed Savitar Realty Advisors, as a real estate advisory and management organization, whose clients were primarily financial institutions and government agencies. Savitar (or Mr. Stein) has been appointed Receiver, Examiner, or Trustee in numerous foreclosures or bankruptcies and has been retained as advisor to financial institutions in connection with their troubled assets or their intended acquisition of portfolios of troubled assets. Mr. Stein currently serves as Chairman and Chief Executive Officer of Savitar. Mr. Stein served as a member of the board of directors of Cenvill Development, formerly a \$500 million, publicly-traded real estate concern, having been appointed to the Board by the FDIC to represent its interest as the single-largest shareholder. He was appointed in 1993 by the Governor of Florida to serve as a Commissioner on the Florida Real Estate Commission, which appointment was subsequently ratified by the Florida Senate. In January 1996, Mr. Stein was elected to be the Chairman of the Commission. Mr. Stein recently concluded his second and final term.

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John Coghlan. Mr. Coghlan has been a Director since 2011. Mr. Coghlan was a managing director with Lehman Brothers Bank, a global investment bank based in New York City, for 27 years. He served in numerous management capacities in the firm's fixed income and prime brokerage divisions. Mr. Coghlan was a member of both the firm's fixed income and equity division's management committees. In September of 2008 he joined Barclays Capital and worked in the prime broker division until the summer of 2010. Mr. Coghlan is a past chairperson of the Bond Market Association's funding division. Mr. Coghlan is a former board member of Lehman Brothers bank and is currently a board member of Molloy College. He has also served on the boards of the Dorothy Rodbell Cohen foundation for Sarcoma Research, the Friends of Mercy Hospital, and the Rockville Centre 911 Fund. Mr. Coghlan received an undergraduate degree from Massachusetts College of Liberal Arts in 1978 as well as an Honorary Doctor of Laws in 2002. He also has an EdM from Harvard University.

Audit and Compensation Committee

The Company does not have an independent audit committee but maintains an Audit and Compensation Committee composed of non-executive directors. The members of the Audit Compensation Committee are as follows: John Coghlan, Cliff Stein, and Jan Burman.

Code of Ethics

The Company has adopted a Code of Ethics applicable to its Chief Executive Officer and Chief Financial Officer. This Code of Ethics is incorporated by reference to Exhibit 14.1 to the Form 10-K filed on March 31, 2009.

Family Relationships

No family relationships exist among our directors or executive officers.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth each person known by us to be the beneficial owner of five percent or more of the Company's shares of common stock, all directors individually and all directors and officers of the Company as a group. Except as noted, each person has sole voting and investment power with respect to the shares shown.

Name and Address of Beneficial Owner (1)(2)	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class (3)	
Charles Piluso (4)	Common Stock	13,509,519	47	%
John Coghlan	Common Stock	3,640,777	13	%
Jan Burman (5)	Common Stock	1,591,757	6	%
Peter Briggs (6)	Common Stock	1,431,154	5	%
Biagio Civale (7)	Common Stock	961,757	3	%
Matthew P. Grosso (8)	Common Stock	194,722	1	%
Cliff Stein (9)	Common Stock	2,519,649	9	%
Richard Rebetti, Jr. (10)	Common Stock	33,440	*	
Lawrence Maglione, Jr. (11)	Common Stock	33,440	*	
John Argen (12)	Common Stock	25,268	*	
Joseph Hoffman (13)	Common Stock	25,268	*	
All Executive Officers and Directors as a group	Common Stock	23,968,751	83	%

* Less than 1%

(1)The address for each person is 401 Franklin Avenue, Garden City, New York 11530.

(2)Under the rules of the SEC, a person is deemed to be the beneficial owner of a security if such person has or shares the power to vote or direct the voting of such security or the power to dispose or direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities if that person has the right to acquire beneficial ownership within 60 days of the date hereof. Unless otherwise indicated by footnote, the named entities or individuals have sole voting and investment power with respect to the shares of common stock beneficially owned.

(3)Based upon 28,912,712 shares of common stock issued and outstanding as of April 12 , 2012. Unless otherwise indicated in the footnotes to the above table and subject to community property laws where applicable, we believe that each shareholder named in the above table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned.

(4)Includes 2,603,196 shares of common stock owned indirectly by Piluso Family Associates, LLC. Also includes 25,268 shares of common stock Mr. Piluso has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12 , 2012. Mr. Piluso is the co-manager and has shared voting control over the shares of common stock of the Company held by Piluso Family Associates, LLC.

(5)Includes 11,020 shares of common stock Mr. Burman has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12 , 2012.

(6)Includes 88,271 shares of common stock Mr. Briggs has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12, 2012.

- (7) Includes 534,919 shares of common stock Mr. Civale has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12, 2012.
- (8) Includes 194,722 shares of common stock Mr. Grosso has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12, 2012.
- (9) Includes 3,492 shares of common stock Mr. Stein has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12, 2012.
- (10) Includes 25,268 shares of common stock Mr. Rebetti has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12, 2012.

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(11)Includes 25,268 shares of common stock Mr. Maglione has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12 , 2012.

(12)Includes 25,268 shares of common stock Mr. Argen has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12 , 2012.

(13)Includes 25,268 shares of common stock Mr. Hoffman has the right to acquire upon exercise of options currently exercisable or exercisable within 60 days of April 12 , 2012.

The following table sets forth each person known by us to be the beneficial owner of five percent or more of the Company's shares of preferred stock, all directors individually and all directors and officers of the Company as a group. Except as noted, each person has sole voting and investment power with respect to the shares shown.

Name and Address of Beneficial Owner (1)(2)	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class (3)
Jan Burman	Preferred Stock	1,401,786	100%
All Executive Officers and Directors as a group	Preferred Stock	1,401,786	100%

(1)The address for Mr. Burmam is 401 Franklin Avenue, Garden City, New York 11530.

(2)Under the rules of the SEC, a person is deemed to be the beneficial owner of a security if such person has or shares the power to vote or direct the voting of such security or the power to dispose or direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities if that person has the right to acquire beneficial ownership within 60 days of the date hereof. Unless otherwise indicated by footnote, the named entities or individuals have sole voting and investment power with respect to the shares of common stock beneficially owned.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We pay \$1,500 per month in rent for the Company's New York Data Center to 875 Merrick LLC, a limited liability company controlled by Mr. Piluso, our President, Chief Executive Officer and Chairman of the Board. 875 Merrick LLC is owned by Mr. Piluso and his spouse. The term of the lease is month to month.

As of December 31, 2011 the Company owed \$ 624,818 to Charles M. Piluso. The amount owed to Mr. Piluso is comprised of \$13,062.38 of expenses due Mr. Piluso, \$141,416.06 in equipment purchases made directly by Mr. Piluso for the Company, and cash advances for day to day operations of \$460,149.52 made between October 2009 and September 2010. The amounts owed to Mr. Piluso bear no interest and have no stated terms of repayment.

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EXECUTIVE COMPENSATION

Summary Compensation Table

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the fiscal year ended December 31, 2011, in all capacities for the accounts of our executive officers, including the Chief Executive Officer (CEO) and the two most highly compensated executive officers other than the CEO who were serving as executive officers at the end of 2011 who received aggregate compensation exceeding \$100,000 during 2011.

Name & Principal Position	Year	Salary	Bonus	Stock Awards(1)	Option Awards(2)	Non-Equity Incentive All Other Compensation (6)		Total
						Plan		
Charles M. Piluso, President, Chief Executive Officer, and Chairman of the Board	2011	\$ 249,050 (2)	-	\$ -	-	-	-	\$ 249,050
	2010	\$ 11,310	-	200,000 (3)	-	-	-	\$ 211,310
Peter Briggs, Executive Vice President, Business Development, and Treasurer (4)	2011	\$ 180,097	\$ 98,454	-	-	-	\$ 12,097	\$ 290,648
	2010	\$ 86,113	-	-	\$ 40,429	-	\$ 5,964	\$ 132,506
Matthew P. Grosso, Executive Vice President and Chief Technology Officer (5)	2011	\$ 140,385	\$ 19,000	-	-	-	\$ 13,661	\$ 229,584
	2010	\$ 111,538	\$ 20,500	-	\$ 84,900	-	\$ 12,646	\$ -

(1) The amounts shown in these columns represent the aggregate grant date fair value of stock and option awards computed in accordance with FASB ASC Topic 718. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Share Based Compensation" on page 28 for a discussion of the assumptions made in the valuation of stock and option awards.

(2) Mr. Piluso accrued compensation of \$225,000 in 2011.

(3) The stock grants awarded to Mr. Piluso consists of 571,429 shares of common stock valued at \$200,000, based on the fair value price of \$0.35 according to GAAP on the date of the award. Mr. Piluso received these shares in lieu of a salary for 2010. All of the shares were fully vested on the date of grant. These shares were issued pursuant to the 2008 Plan (described below).

(4) In December 2010, Mr. Briggs was awarded options to purchase 142,857 shares of common stock valued at \$40,429 at an exercise price of \$0.35 per share for services performed in 2010. These stock option awards were granted pursuant to the 2008 Plan (described below).

- (5) In December 2010, Mr. Grosso was awarded options to purchase 142,857 shares of common stock valued at \$ 40,429 at an exercise price of \$0.35 per share for services performed in 2010. In August 2010, Mr. Grosso was also awarded options to purchase an aggregate number of 157,143 shares of common stock valued at \$ 44,471 at an exercise price of \$0.35 per share in respect of services performed in 2009. These stock option awards were granted pursuant to the 2008 Plan (described below). See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Share Based Compensation” on page 28 for a discussion of the assumptions made in the valuation of option awards.