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AIRTRAX INC Form NT 10-Q May 15, 2006

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 12b-25

Commission File Number 001-16237

NOTIFICATION OF LATE FILING

_ Form 1		_ Form 11-K	_ Form 20-F	X Form 10-Q
F	or Period	Ended: March 31, 2	006	
_ Transi _ Transi	tion Repo tion Repo	rt on Form 10-K rt on Form 20-F	_ Transition Report _ Transition Report	
F	or the Tr	ansition Period End	led:	
	_	this form shall be formation contained	construed to imply that herein.	the Commission
			a portion of the filin fication relates:	
			ART I T INFORMATION	
Full name of registrant			Airtrax, Inc.	
Former name if applicable Address of principal executive office City, state and zip code			200 Freeway Dri Blackwood, NJ 0	
			ART II 25 (b) AND (c)	
expense an	nd the re	gistrant seeks re	be filed without unrea lief pursuant to Rule box if appropriate.)	
	(a) 		ibed in reasonable det not be eliminated wit	
X	(b)	report on Form 10- thereof will be f following the pres report or transiti	report, semi-annual r.K, 20-F, 11-K or Form filed on or before the 1 cribed due date; or the on report on Form 10-Q, or before the fifth cale date; and	10-Q, or portion 5th calendar day subject quarterly or portion thereof
	 (c) 		tatement or other exhibi attached if applicable.	t required by Rule

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PART III NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period.

The registrant is in the process of preparing and reviewing the financial information of the Company. The process of compiling and disseminating the information required to be included in the Form 10-QSB for the relevant fiscal quarter, as well as the completion of the required review of the Company's financial information, could not be completed without incurring undue hardship and expense. The registrant undertakes the responsibility to file such quarterly report no later than five days after its original date.

PART IV
OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Peter Amico (856) 232-3000 (Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

|X| Yes |_| No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

|X| Yes |_| No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

For the three months ended March 31, 2005, the registrant had revenues of approximately \$76,991 and a net loss of approximately \$(619,811). For the three months ended March 31, 2006, the registrant currently estimates that it had revenues of approximately \$658,976 and a net income of approximately \$610,840. Results for the three months ended March 31, 2006 remain subject to further adjustment and actual results may differ significantly from the foregoing estimates.

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Airtrax, Inc.
Name of Registrant as Specified in Charter.

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Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 15, 2006 By: /s/ Peter Amico

Peter Amico

Chief Executive Officer

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