

Edgar Filing: SEAMLESS WI-FI, INC. - Form NT 10-Q

SEAMLESS WI-FI, INC.  
Form NT 10-Q  
May 15, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

0-20259

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COMMISSION  
FILE NUMBER

(Check One):  Form 10-KSB  Form 20-F  Form 11-K  Form 10-QSB  Form N-SAR

For the Period Ended: March 31, 2006

- Transition Report on Form 10-K  
 Transition Report on Form 10-Q  
 Transition Report on Form 20-F  
 Transition Report on Form N-SAR  
 Transition Report on Form 11-K

For the Transition Period Ended:

Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

SEAMLESS WI-FI, INC.

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Full Name of Registrant

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Former Name, if Applicable

800 N. Rainbow Blvd, Suite 208

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Address of Principal Executive Office (Street and Number):

Las Vegas, Nevada 89107

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City, State and Zip Code

PART II - RULES 12b-25 (b) and (c)

If the subject report could not be filed without reasonable effort or expense and the Registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of

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this form could not be eliminated without unreasonable effort or expense;

[X] (b) The subject annual report or semi-annual report, transition report on Form 10-KSB, Form 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-QSB, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

[ ] (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable)

PART III - NARRATIVE

The Registrant is in the process of compiling information for the quarter ended March 31, 2004 for the Form 10-QSB, all of which information has not yet been received.

PART IV - OTHER INFORMATION

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

Albert R. Reda 775-588-2387

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(Name) (Area Code + Telephone Number)

(2) Have all other period 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 reports) 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:

[ ] Yes [ X ] 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.

SEAMLESS WI-FI, INC.

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 15, 2006

By: /s/ Albert R. Reda

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Albert R. Reda

