

CELLSTAR CORP
Form NT 10-Q
July 13, 2005
(Check One):

UNITED STATES

OMB APPROVAL
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SECURITIES AND EXCHANGE COMMISSION

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SEC FILE NUMBER

FORM 12b-25

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NOTIFICATION OF LATE FILING

150925204

Form 10-K

Form 20-F

Form 11-K

Form 10-Q

Form 10-D

Form N-SAR

Form N-CSR

For Period Ended: **05/31/2005**

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

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

CELLSTAR CORPORATION

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Full Name of Registrant

Former Name if Applicable

1730 Briercroft Court, Carrollton, Texas 75006
Address of Principal Executive Office

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

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

- X
- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
 - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, 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-Q or subject distribution report on Form 10-D, 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

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

CellStar Corporation (the "Company") is unable to file its Quarterly Report on Form 10-Q for the period ended May 31, 2005 (the "Form 10-Q"), within the prescribed time period. The Company was unable, without unreasonable effort or expense, to finalize its financial statements and related disclosures for the quarter. The Company has not yet filed its Annual Report on Form 10-K for the year ended November 30, 2004 (the "Form 10-K"), due to the reasons set forth in the Form 12b-25 filed on February 15, 2005. As a result, the Company has been unable to file its subsequent Quarterly Reports on Form 10-Q, including the Form 10-Q for the period ended February 28, 2005 (the "First Quarter Form 10-Q"), and the Form 10-Q for the period ended May 31, 2005 (the "Second Quarter Form 10-Q"). The Company is working diligently to complete its review of its financial information related to its Form 10-K. Due to the additional time and effort that have been required to complete this review, the Company is still in the process of completing its year-end and quarter-end financial reviews. The Company will be unable to complete its quarter-end review and file its Second Quarter Form 10-Q until it is able to complete its year-end review and file its Form 10-K, and subsequently file its First Quarter Form 10-Q.

SEC 1344 (03-05)

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

(Attach Extra Sheets if Needed)

PART IV - OTHER INFORMATION

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

Elaine Flud Rodriguez
(Name)

972.466.5021
(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 answer is no, identify report(s). Yes No
The Company has not filed its Form 10-K for the fiscal year ended November 30, 2004, or its Form 10-Q for the period ended May 31, 2005.

- (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 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.

CELLSTAR CORPORATION
(Name of Registrant as Specified in Charter)

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

Date 07/13/2005

By /s/ Elaine Flud Rodriguez
 Elaine Flud Rodriguez

Senior Vice President and General Counsel

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.
5. *Electronic Filers.* This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (§232.201 or §232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (§232.13(b) of this chapter).

Part IV(3) Explanation

Prior to completing its reviews of the financial issues related to its Form 10-K, the Company is unable to reasonably estimate the anticipated change, if any, in results of operations.