

Edgar Filing: SPECTRUM SCIENCES & SOFTWARE HOLDINGS INC - Form NT 10-Q

SPECTRUM SCIENCES & SOFTWARE HOLDINGS INC

Form NT 10-Q

August 17, 2004

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

FORM 12b-25

SEC File Number  
000-50373

NOTIFICATION OF LATE FILING

(Check One):         Form 10-K     Form 20-F     Form 11-K     Form  
10-Q     Form N-SAR     Form N-CSR

For Period Ended: June 30, 2004

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 Sheet 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:

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PART I - REGISTRANT INFORMATION

Spectrum Sciences & Software Holdings Corp.

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Full Name of Registrant

N/A

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Former Name if Applicable

91 Hill Avenue NW

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Address of Principal Executive Office (Street and Number)

Fort Walton Beach, Florida 32548

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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 unreasonable effort or expense  
and the registrant seeks relief pursuant to Rule 12b-25(b), the following should

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be completed. (Check box if appropriate).

- (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, 11-K or 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 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.
- [X]

PART III - NARRATIVE

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

Due to the disruption in business and communications caused by Hurricane Charley, the Registrant was unable to confirm the completion of the review by its auditors (located in Orlando, Florida) of the Registrant's quarterly financial statements prior to the prescribed filing date.

PART IV - OTHER INFORMATION

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

Nancy C. Gontarek	(850)	796-0909
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(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 reports) been filed? If 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.

Based upon unaudited and unreviewed financial statements, the Registrant anticipates reporting revenues of \$3,418,747, operating expenses of \$27,053,790 operating loss of \$26,689,967 and a net loss of \$26,620,185 for the three month period ended June 30, 2004. The change in the results of operations is due primarily to the recording of consulting expenses in the amount of \$25,965,620 related to the issuance of stock options to a non-employee stockholder and another consultant during the three month period ended June 30, 2004.

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Spectrum Sciences & Software Holdings Corp.

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(Name of Registrant as Specified in Charter)

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

Date: August 17, 2004

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By /s/ NANCY C. GONTAREK

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Nancy C. Gontarek  
Chief Financial Officer