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NOCOPI TECHNOLOGIES INC/MD/
Form NT 10-K
April 03, 2006

U.S. SECURITIES AND EXCHANGE
COMMISSION

WASHINGTON, D. C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

☒ Form 10-K ☐ Form 20F ☐ Form 11-K ☐ Form 10-Q ☐ Form N-SAR

For Period Ended: December 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: _____

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: Not Applicable

PART I - REGISTRANT INFORMATION

Full Name of Registrant: NOCOPI TECHNOLOGIES, INC.

Address of Principal Executive Office: 9C Portland Road
West Conshohocken, PA 19428

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)

☒ (a) The reasons described in reasonable detail in Part III of this
form could not be eliminated without unreasonable effort or expense;

☒ (b) (i) The subject annual report, semi-annual report, transition

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report on Form 10-K, Form 20F, 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

☐ (ii) 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.

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

PART III - NARRATIVE

Registrant's adverse financial position and lack of sufficient financial resources has required Registrant to significantly limit both its internal staffing and its use of outside personnel. At the same time, the individuals customarily responsible for the preparation and review of Registrant's Annual Report on Form 10-KSB have been required to shift a portion of their attention and resources to other matters critical to Registrant's continuing business. As a consequence, the Company has been delayed in completing the preparation of the Report.

PART IV - OTHER INFORMATION

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

Rudolph Lutterschmidt	(610)	834-9600
(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).

☒ 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 ☐ 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.

Registrant's net loss for the year ended December 31, 2005 decreased to \$215,900 from a net loss of \$339,000 for the year ended December 31, 2004 due to lower expenses associated with the issuance of stock options to directors and consultants in 2005 compared to 2004, lower sales and marketing expenses, lower legal expenses and a reduction of staff during 2004 offset in part by a lower gross profit resulting from lower revenues.

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NOCOPI TECHNOLOGIES, INC.

(Name of Registrant)

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

Date: April 3, 2006

By: /s/ Rudolph A. Lutterschmidt

Rudolph A. Lutterschmidt,
Chief Financial Officer