CYPRESS COMMUNICATIONS HOLDING CO INC
Form NT 10-K
April 01, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 12b-25

Commission File Number 000-30401
CUSIP 232742 10 6

NOTIFICATION OF LATE FILING

(Check One): x Form 10-K o Form 20-F o 1Form 11-K o Form 10-Q o Form N-SAR o Form N-CSR

For Period Ended: **December 31, 2004**

o Transition Report on Form 10-K
o Transition Report on Form 20-F
o Transition Report on Form 11-K
o Transition Report on Form 10-Q
o 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

Full name of registrant **Cypress Communications Holding Co., Inc.**

Former name if applicable

Address of principal executive office *(Street and Number):***15 Piedmont Center, 3575 Piedmont Road, Suite 100**
City, state and zip code **Atlanta, Georgia 30305**

PART II
RULE 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.)

o (a)

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

x (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 portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

o (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, N-SAR, N-CSR or the transition report or portion thereof, could not be filed within the prescribed time period.

The Company entered into an Agreement and Plan of Merger in November 2004 pursuant to which all of the outstanding stock of the Company is to be acquired and the Company would no longer be subject to the reporting requirements under the Securities Exchange Act of 1934, as amended. It was originally anticipated that the closing of the merger would be completed prior to the required filing date of Form 10K. The closing has not occurred, and, accordingly, the Company remains subject to the reporting requirements of the Exchange Act. However, there was not adequate time to complete the filing by the original due date. The Company anticipates that the filing can be completed within 15 days after the original due date.

PART IV
OTHER INFORMATION

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

Neal L. Miller	(404)	442-0234
(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).

ý Yes o 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?

ý Yes o 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.

The Company expects to report in its 2004 Form 10-K a decline in revenue and an increase in net income consistent with trends reported in prior fiscal quarters in 2004.

Cypress Communications Holding Co., Inc.
(Name of Registrant as Specified in Charter)

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

Date: April 1, 2005

By: /s/ Neal L. Miller
(name) Neal L. Miller

(title) Chief Financial Officer