

Edgar Filing: ACE MARKETING & PROMOTIONS INC - Form NT 10-Q

ACE MARKETING & PROMOTIONS INC  
Form NT 10-Q  
August 14, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 12b-25

Commission File Number 000-51160

NOTIFICATION OF LATE FILING

(Check One):

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

For Period Ended: June 30, 2006

- 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: N/A

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

Ace Marketing & Promotions, Inc.  
Full Name of Registrant

457 Rockaway Avenue  
Address of Principal Executive Office (Street and Number)

Valley Stream, NY 11581  
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 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;

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- [X] (b) The subject annual report, semi-annual report, transition report on Form 10-K, 20-F, 11-K or N-SAR, or portion thereof, will be filed on or before the 15th 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.

PART III  
NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR, or the transition report portion thereof could not be filed within the prescribed time period. (Attached extra sheets if needed.)

The Company could not complete its quarterly report on Form 10-QSB for the quarter ended June 30, 2006 on a timely basis due to certain unforeseen difficulties in connection with its preparation of its quarterly report.

PART IV  
OTHER INFORMATION

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

Steven Morse, Esq.	516	487-1446
(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 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.

Net loss for three months ended June 30, 2006 was approximately \$112,000 versus \$441,550 for the comparable period of the prior year. Net loss for six months ended June 30, 2006 was approximately \$227,000 versus \$493,018 for the comparable period of the prior year.

Ace Marketing & Promotions, Inc.

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(Name of Registrant as Specified in Charter)

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

Date August 14, 2006

By: /s/ Dean L. Julia

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Chief Executive Officer

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.