

B456 SYSTEMS, INC.
Form 15-12B
June 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-34463

B456 SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

201 West Street

Waltham, MA 02451

(617) 778-5700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.001

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	<input type="radio"/>
Rule 12h-3(b)(1)(i)	<input type="radio"/>
Rule 12h-3(b)(1)(ii)	<input type="radio"/>
Rule 15d-6	x

Approximate number of holders of record as of the certification or notice date: 150

Pursuant to the requirements of the Securities Exchange Act of 1934, B456 Systems, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

B456 Systems, Inc.

Date: **June 28, 2013**

By:

/s/ David Prystash
Name: *David Prystash*
Title: *President*

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.
