

BLUE HOLDINGS, INC.  
Form NT 10-Q  
May 15, 2008  
United States  
Securities and Exchange Commission  
Washington, D.C. 20549

## FORM 12b-25

### Notification of Late Filing

(Amendment No. 0)\*

**OMB Number** 3234-0058    **SEC File Number** 000-33297    **CUSIP Number** 095602 10 8

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

For Period Ended: March 31, 2008

(Check one):  
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 (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

BLUE HOLDINGS, INC.  
Full Name of Registrant

Former Name if Applicable  
5804 East Slauson Avenue  
Address of Principal Executive Office (*Street and Number*)  
Commerce, CA 90040  
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 reason 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, 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 subject distribution report on Form 10-D, 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 why Forms 10-K, 20-F, 11-K, 10-Q,10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant's Form 10-Q for the fiscal quarter ended March 31, 2008 could not be filed within the prescribed time period due to difficulties finalizing operating results for the fiscal quarter ended March 31, 2008, which could not be eliminated without unreasonable effort or expense.

## Part IV - Other Information

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

|           |             |                    |
|-----------|-------------|--------------------|
| Eric Hohl | (323)       | 725-5555           |
| (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?

Yes  No

If answer is no, identify report(s).

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.

While the Registrant anticipates that a 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 Form 10-Q, as previously disclosed the registrant has had difficulties finalizing operating results for the fiscal quarter ended March 31, 2008 which could not be eliminated without unreasonable effort or expense, and consequently is unable to disclose quantitative data at this time.

Edgar Filing: BLUE HOLDINGS, INC. - Form NT 10-Q

Blue Holdings, Inc.

(Name of Registrant as Specified in Charter)

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

Date: 05- 15- 2008 By /s/ Eric Hohl Title: Chief Financial 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.

**Attention**

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).