

SPOT MOBILE INTERNATIONAL LTD.
Form NT 10-K
January 31, 2011

SEC File Number

0-22636

CUSIP Number

84921Y 204

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): ☒ Form 10-K ☐ Form 20-F ☐ Form 11-K ☐ Form 10-Q

☐ Form N-SAR ☐ Form N-CSR

For Period Ended: October 31, 2010

- ☐ 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:

Spot Mobile International Ltd.

Full Name of Registrant

Former name if applicable

300 71st Street, Suite 500

Address of Principal Executive Office (*Street and Number*)

Miami Beach, FL 33141

City, State and Zip Code

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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;
- x (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 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 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 the Form 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.

Spot Mobile International Ltd. (the Company) was unable to file its Form 10-K for the period ended October 31, 2010 within the prescribed time period given the private placement transaction out of the ordinary course of business that occurred subsequent to the period, and, as a result, required additional time to prepare and review its financial statements and the notes thereto. As disclosed in the Company's Current Report on Form 8-K filed on January 31, 2011, the Company recently completed the initial closing of a private placement of its securities and, accordingly, requires additional time to properly disclose such transaction in its Form 10-K. These delays could not be eliminated by the Company without unreasonable effort and expense.

PART IV OTHER INFORMATION

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

David Stier
(Name)

(305)
(Area Code)

993-6700
(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). x 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? x Yes " No

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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.

Revenue for the fiscal year ended October 31, 2010, was approximately \$16,078,000, compared to revenue of \$23,743,000 for the fiscal year ended October 31, 2009. We estimate net loss for the fiscal year ended October 31, 2010, to be approximately \$3,426,000, compared to a net loss of \$712,000, for the fiscal year ended October 31, 2009. The significant change in revenues reflects changes to the Company's business as it enters the prepaid mobile telephone market.

SPOT MOBILE INTERNATIONAL LTD.
(Name of Registrant as Specified in Charter)

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

Date: January 31, 2011

By: /s/ David Stier
David Stier

Chief Financial Officer