

Upstream Worldwide, Inc.  
Form NT 10-Q  
November 15, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER  
000-50494

CUSIP NUMBER  
916787 104

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR  Form N-CSR

For Period Ended: September 30, 2011

- 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 Instructions (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

Upstream Worldwide, Inc.

---

Full Name of Registrant

---

Former Name if Applicable

200 E. Broward Blvd., Suite 1200

---

Address of Principal Executive Office (Street and Number)

Fort Lauderdale, Florida 33301

---

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;
- 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 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 the reasons 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. (Attach extra Sheets if Needed)

The Company has been finalizing discussions to revise the terms of its acquisition of Fort Knox Recycling, LLC, doing business as ecoSquid, together with a significant financing. The Company believes that within the next four business days a Letter of Intent will be executed that will permit the Company to disclose the material facts of each transaction.

---

PART IV — OTHER INFORMATION

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

Michael D. Harris (Name)	561 (Area Code)	689-4441 (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. See Annex A.

Upstream Worldwide, 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: November 15, 2011

By: /s/ Michael Brachfeld  
Michael Brachfeld, Chief Accounting Officer

Annex A to Form 12b-25

The Company had approximately \$248,000 in revenues for the quarter ended September 30, 2011. The Company's loss from operations was approximately \$2,061,000 for the quarter ended September 30, 2011. The Company's net loss was approximately \$2,141,000 for the quarter ended September 30, 2011.

---