

Edgar Filing: REUNION INDUSTRIES INC - Form NT 10-K

REUNION INDUSTRIES INC
Form NT 10-K
March 31, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

COMMISSION FILE NO. 01-15739

CUSIP NO. 731312-10-7

(Check One):

☒ Form 10-K and Form 10-KSB ☐ Form 20-F ☐ Form 11-K ☐ Form 10-Q and
Form 10-QSB ☐ Form N-SAR

For Period Ended:

December 31, 2004

☐ 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 Attached Instruction Sheet 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

Full Name of Registrant:

Reunion Industries, Inc.

Address of Principal Executive Office (Street and Number):

11 Stanwix Street, Suite 1400

City, State and Zip Code:

Pittsburgh, PA 15222

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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 reasons described in reasonable detail in Part III of this Form 12b-25 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, 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 Form 10-K and Form 10-KSB, 20-F, 11-K, 10-Q and Form 10-QSB, N-SAR or the transition report or portion thereof could not be filed within the prescribed period.

During December 2004, the Company sold and made plans to sell certain assets, requiring a restatement of four years of financial statements and other financial data required in a Form 10-K and preparation of the Company's 2004 consolidated financial statements in conformity with the revised presentation. Due to the untimely departure of certain key accounting and finance personnel who would otherwise be responsible for restatement of the Company's financial statements and the preparation of the 2004 consolidated financial statements, the Company is unable to complete all of the required restatements and analyses necessary in time to file, when due, its annual report on Form 10-K for the year ended December 31, 2004. This has also interfered with the Company's current and predecessor auditors' ability to complete their audits of the Company's financial statements for the time periods to be presented therein. This delay could not be eliminated without unreasonable effort or expense. Pursuant to Rule 12b-25(b) of the Securities Exchange Act of 1934, the Company requests the fifteen-day extension relief provided for therein to file its annual report on Form 10-K for the year ended December 31, 2004.

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PART IV - OTHER INFORMATION

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

John M. Froehlich, Executive V.P., Chief Financial Officer,
Treasurer and Secretary
(412) 281-2111

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- (2) Have all other periodic reports required under section 13 or 15(d) of the Securities and 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 the answer is no, identify reports. ☒ 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.

Reunion Industries, Inc. has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date	March 31, 2005	By	/s/	John M. Froehlich
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				John M. Froehlich
				Executive V.P., Chief Financial Officer,
				Treasurer and Secretary
				(chief financial and
				accounting officer)