

Andina Acquisition Corp  
Form NT 10-K  
May 30, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

OMB APPROVAL

OMB Number: . . . . . 3235-0058

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(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: February 28, 2013

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:  
N/A

**PART I – REGISTRANT INFORMATION**

ANDINA ACQUISITION CORPORATION

Full Name of Registrant

N/A

Former Name if Applicable

Carrera 10 No. 28-49, Torre A. Oficina 20-05

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

Bogota, Colombia

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 reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;  
The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the
- x(b) 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 the Forms 10-K, 20-F, 11-K, 10-Q, 10-D, NBSAR, 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's Annual Report on Form 10-K for the year ended February 28, 2013 was unable to be completed in time without unreasonable effort and expense to the Company because (i) the Company does not have a full-time administrative and accounting staff and (ii) the Company is in the process finalizing its evaluation of the potential liability classification of its outstanding warrants. As a result of the foregoing, the Company was unable to accurately and completely compile the information required to be included in the Form 10-K within the prescribed time period.

**PART IV – OTHER INFORMATION**

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

B. Luke Weil 646                      684-3045

(Name)                      (Area Code) (Telephone Number)

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).  
(2) 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                      x Yes    " No

earnings statements to be included in the subject report or portion thereof?

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.

The Company's total assets are expected to be approximately 41,800,000 for the year ended February 28, 2013, as compared to \$159,736 for the period September 21, 2011 (inception) through February 29, 2012. Additional information relating to any significant change in results of operations from the corresponding period for the last fiscal year cannot be determined at this time due to the ongoing evaluation of the potential liability classification of the Company's outstanding warrants.

ANDINA ACQUISITION CORPORATION

(Name of Registrant as Specified in Charter)

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

Date: May 30, 2013 By: /s/ B. Luke Weil  
B. Luke Weil, Chief Executive 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).**