

ACL SEMICONDUCTORS INC
Form NT 10-K
April 01, 2013

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 10-D Form N-SAR
 Form N-CSR

For Period Ended: December 31, 2012

- 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:

PART I -- REGISTRANT INFORMATION

ACL Semiconductors Inc.

Full Name of Registrant

Room 1703, 17/F., Tower 1, Enterprise Square, 9 Sheung Yuet Road.

Address of Principal Executive Office (Street and Number)

Kowloon Bay, Kowloon, Hong Kong.

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;

(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 15th 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, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Company was unable to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2012 on a timely basis as a result of the fact that the Company required additional time to work internally with its staff and externally with its outside auditors to prepare and finalize the document. The Company expects to file its Form 10-K for the year ended December 31, 2012 within the additional time allowed by this report.

PART IV -- OTHER INFORMATION

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

Kenneth Lap Yin Chan 011-852-3666-9939

(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? If answer is no, identify report(s). Yes No

(3) Is it anticipated that any significant change in results of operations for 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.

The Company has conducted major transactions during the last fiscal year, such as

- the establishment of joint venture with an independent party, owning 30% equity interest of the new joint venture (i) company, ATMD (Hong Kong) Limited (“ATMD”) and integrating over 65% of its business to ATMD. This number is expected to increase to 90% when the transition is completed; and
- (ii) the acquisition of 80% equity interest in USmart Electronic Products Limited (“USmart”) and 100% equity interest in eVision Telecom Limited (“eVision”).

The Company has experienced a significant drop in net income due to the following reasons:

- decrease in sales volume and gross profit as the Company’s major business is being transferred to ATMD; increase in selling, general and administrative expenses due to establishment of ATMD and acquisition of USmart and eVision; and
- revenues generated from the newly established joint venture and newly acquired companies are expected to be included in the Company’s financial statements going forward.

ACL Semiconductors 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: April 1, 2013 ACL Semiconductors Inc.
(Registrant)

/s/ Kenneth Lap Yin Chan
Kenneth Lap Yin Chan
Chief Operating 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).