

Edgar Filing: R F INDUSTRIES LTD - Form NT 10-K

R F INDUSTRIES LTD
Form NT 10-K
January 31, 2005

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

FORM 12b-25

NOTIFICATION OF LATE FILING

Form 10-KSB

For Period Ended: October 31, 2004

PART I - REGISTRANT INFORMATION

Full Name of Registrant: RF INDUSTRIES, LTD.

Former Name if Applicable: N/A

Address of Principal Executive Office 7610 Miramar Road #6000
San Diego, CA 92126-4202

PART II - RULE 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.

- (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, 11-K, 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 of 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 accountants 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, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Annual Report on Form 10-KSB could not be completed because (i) we have been unable to assemble and provide to our auditors certain periodic financial information regarding Aviel Electronics, the company that we acquired in August of 2004, and (ii) we did not receive a report prepared for the audit committee by an independent firm (not our auditors) regarding certain limited aspects of our financial systems until January 28, 2005.

PART IV - OTHER INFORMATION

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

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TERRIE GROSS

858

549-6340

(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 reports) been filed? If answer is no, identify report(s).

Yes X 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 X 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.

Net sales for the fiscal year ended October 31, 2004 increased by approximately 13.7% over net sales for the fiscal year ended October 31, 2003, increasing from \$9,875,000 to \$11,227,000. For the October 31, 2004 fiscal year, gross profit, operating income and net income were \$5,687,000, \$2,047,000 and \$1,224,000, respectively, compared to gross profit, operating income and net income for the October 31, 2003 fiscal year of \$4,796,000, \$1,193,000 and \$711,000, respectively. Net ncome per share for fiscal 2004 was \$0.42 (basic) and \$0.33 (diluted) compared to earnings per share for fiscal 2003 of \$0.23 (basic) and \$0.19 (diluted).

RF INDUSTRIES, 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, 2005

By: /s/ Terrie A. Gross

Chief Financial 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 representatives 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).