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METROMEDIA INTERNATIONAL GROUP INC

Form NT 10-K

March 15, 2007

(Check One):

☒ Form 10-K
☐ Form 20-F
☐ Form 11-K
☐ Form 10-Q
☐ Form 10-D
☐ Form N-SAR
☐ Form N-CSR

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

FORM 12b-25

NOTIFICATION OF LATE FILING

For Period Ended: December 31, 2006

☐ 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 INSTRUCTION (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

Metromedia International Group, Inc.

Full Name of Registrant

8000 Tower Point Drive

Address of Principal Executive Office (Street and Number)

Charlotte, NC 28227

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)

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- 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 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 period. (Attach Extra Sheets if Needed)

Metromedia International Group, Inc. (the "Registrant") is unable to timely file its Annual Report on Form 10-K for the fiscal year ended December 31, 2006 (the "2006 Form 10-K") due to the additional time and effort that was required to file its Form 10-K for the fiscal year ended December 31, 2004 (the "2004 Form 10-K") and the resulting delay in filing its periodic reports for the fiscal years ended December 31, 2005 and 2006, including the 2006 Form 10-K. The 2004 Form 10-K included restatements of previously issued financial statements as of December 31, 2003 and for the years ended December 31, 2003 and 2002 and the quarters ended March 31, June 30 and September 30, 2004 (the "Restatement Process"). The 2004 Form 10-K was filed with the Securities and Exchange Commission (the "SEC") on December 14, 2006. Additional time is needed to prepare and finalize the Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, June 30, and September 30, 2005 (the "2005 Quarterly Reports"), the Annual Report on Form 10-K for the year ended December 31, 2005 (the "2005 Form 10-K") and the Quarterly Report on Form 10-Q for the fiscal quarters ended March 31, June 30 and September 30, 2006 (the "2006 Quarterly Reports" and collectively, the "Periodic Reports").

At present, the Registrant cannot predict with confidence when it will file the Periodic Reports or its 2006 Form 10-K. The filing of the Registrant's 2005 Quarterly Reports with the SEC, along with the Registrant's completion of its work effort for compliance with Section 404, "Management Assessment of Internal Controls" of the Sarbanes-Oxley Act of 2002, are a prerequisite for the filing of the 2005 Form 10-K, all of which must be filed prior to the filing of the 2006 Quarterly Reports and the 2006 Form 10-K.

In regards to the 2005 Quarterly Reports and 2005 Form 10-K, the Registrant is in the early stages of the preparation and finalization of its consolidated financial results for the respective accounting periods. This situation is principally the result of the devotion of substantial time and resources to the Restatement Process.

PART IV--OTHER INFORMATION

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

Harold F. Pyle, III	704	321-7380
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(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the

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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

The Registrant filed its 2004 Form 10-K on December 14, 2006 and is in the process of completing the work effort necessary for filing the Periodic Reports.

- (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.

The Registrant anticipates that its 2006 financial results will differ significantly from previously issued financial statements as a result of the following significant events that have occurred since December 31, 2004:

- o The Registrant disposed of its 71% interest in PeterStar on August 1, 2005, for cash consideration of \$215.0 million, and as a result, the Registrant will recognize a gain of \$113.1 million, before transactional costs, in the third quarter of 2005.
- o The Registrant redeemed its outstanding \$152.0 million 10 1/2% Senior Notes in August 2005 using a portion of the cash proceeds from the sale of PeterStar.
- o The Registrant changed its effective ownership interests in certain of its Georgian business ventures in 2005 and 2006, as follows:
 - o The Registrant increased its economic interest in Magticom by 8.3% during the first quarter of 2005 at a cost of \$23.1 million and further increased its economic interest in Magticom by 7.3% during the third quarter of 2005 at a cost of \$21.5 million, thereby increasing the Company's economic interest in Magticom to 50.1%;
 - o The Registrant increased its economic interest in Telecom Georgia by 51.0% during the first quarter of 2005 at a cost of \$5.0 million;
 - o In July 2006, the Company sold a 60% economic interest in Telecom Georgia, thereby decreasing the Company's economic interest in Telecom Georgia to 21%, and acquired a 26% economic interest in Telenet, a Georgian fixed line telephony and data communication operation, for a net cash outlay of \$0.5 million; and
 - o In October 2006, a 25.6% owned subsidiary of the Company acquired a 19% economic interest in Telecom Georgia for \$0.7 million, thereby increasing the Company's economic interest in Telecom Georgia to 25.6%.

On October 2, 2006, the Registrant released preliminary unaudited results of its Magticom business as of and for the year ended December 31, 2005, which were included in a Current Report on Form 8-K filed on October 2, 2006. Such results indicated an increase of 43% in revenues from \$102.0 million to \$146.1

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million for the years ended December 31, 2004 and 2005, respectively. Such results also indicated an increase of 26% in net income from \$50.3 million to \$63.4 million for the years ended December 31, 2004 and 2005, respectively. Further information in regards to such results are included in the Form 8-K filed on October 2, 2006.

The Registrant cannot currently provide reasonable estimates for its 2005 or 2006 financial results due to the following:

- o The Registrant has not yet finalized its allocation of the purchase price of its interests in Telecom Georgia and Magticom during 2005;
- o The Registrant has not yet commenced its review and analysis of the financial results for 2006 for Magticom, Telecom Georgia and Telenet; and
- o The Registrant has not commenced its preparation of its consolidated financial results for 2006.

Metromedia International Group, 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: March 15, 2006

By: /S/ HAROLD F. PYLE III

Harold F. Pyle, III
Executive Vice President Finance, Chief
Financial Officer and Treasurer