

MAI SYSTEMS CORP
Form NT 10-K
April 01, 2005

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 N-SAR Form N-CSR

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:

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

MAI SYSTEMS CORPORATION
Full Name of Registrant

not applicable.
Former Name if Applicable

26110 Enterprise Way
Address of Principal Executive Office (*Street and Number*)

Lake Forest, Irvine, California 92630
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 reason 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 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

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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.

(Attach extra Sheets if Needed)

The Company's Form 10-K has not been filed with the Commission within the prescribed time period (by March 31, 2005) for the following reasons which were outside the Company's control and which could not have been avoided without unreasonable effort or expense:

The Company filed a Schedule 13e-3 and Preliminary Information Statement with the Commission on December 16, 2004 for the purpose of implementing a 1:150 reverse stock split and reducing its number of shareholders below 300. The Company used its best efforts to secure effectiveness of these documents in a timely manner to allow it to become a non-reporting company so that a Form 10-K would not be required for the period ending December 31, 2004. In each case when the Commission Staff issued its comment letter the Company filed its responsive documents on a timely basis. Despite its best efforts the Company was not able to satisfy all outstanding Staff concerns by March 31, 2005 and must now complete an audit for fiscal year 2004 and file its Form 10-K. The Company's best estimate for when its Form 10-K will be filed is April 15, 2005.

SEC 1344 (07-03) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**
