

WAVE WIRELESS CORP  
Form NT 10-Q  
August 14, 2006

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

**FORM 12b-25  
NOTIFICATION OF LATE FILING**

SEC FILE NUMBER  
**000-25356**  
CUSIP NUMBER  
**94352W106**

(Check One)  Form 10-K and Form 10-KSB  Form 20-F  Form  
11-K

Form 10-Q and Form 10-QSB  Form N-SAR

For Period Ended: June 30, 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 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**

Wave Wireless Corporation

Full Name of Registrant

\_\_\_\_\_  
Former Name if Applicable

255 Consumers Road, Suite 500

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

Toronto, Ontario M2J 1R4

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;

x (b)

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The subject annual report, semi-annual report, transition report on Form 10-K, Form 10-KSB, Form 20-F, Form 11-K or 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 or transition report on Form 10-Q, Form 10-QSB, 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.
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**PART III - NARRATIVE**

State below in reasonable detail the reasons why Form 10-K and Form 10-KSB, Form 20-F, Form 11-K, Form 10-Q and Form 10-QSB, Form N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Wave Wireless Corporation (the "Company") is unable to meet its filing deadline for the Form 10-QSB for the quarter ended June 30, 2006 without unreasonable effort or expense. On August 3, 2006, the Company announced that its President and Chief Executive Officer had resigned and that the Board of Directors had directed management to do a full review of the Company's operations with the intent to restructure, dispose of certain units or enter into strategic partnerships. Given recent departures of key personnel, and senior management's focus on the review of the Company's business units and product lines, in light of the Company's present financial condition, the Company is requesting an extension on this Form 12b-25. The Company intends to file the Form 10-Q within the time period specified by Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

**PART IV - OTHER INFORMATION**

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

T. Scott Worthington  
(Name)

416  
(Area Code)

502-3200  
(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 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 Company anticipates a significant write down of goodwill as a result of the decision to sell certain subsidiaries of WaveRider Communications Inc., a subsidiary of the Registrant acquired in March 2006, and the change in the operations of the existing business. As of March 31, 2006, the Registrant had recorded goodwill in the amount of \$26,738,000, which the Registrant believes is seriously, if not completely, impaired as of June 30, 2006.

Wave Wireless Corporation  
(Name of Registrant as Specified in Charter)

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

Date: August 14, 2006

By: /s/ T. Scott Worthington

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T. Scott Worthington  
Chief Financial Officer/Secretary

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.

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