

Edgar Filing: OneTravel Holdings, Inc. - Form NT 10-K

OneTravel Holdings, Inc.  
Form NT 10-K  
September 28, 2005

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

FORM 12b-25

Commission File Number 1-8662

CUSIP Number \_\_\_\_\_

NOTIFICATION OF LATE FILING

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form 10D  Form N-SAR  Form N-CSR

For Period Ended: June 30, 2005

- 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: \_\_\_\_\_

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Read Attached Instruction Sheet 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.

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If the notification relates to a portion of the filing checked above, identify  
the Item(s) to which the notification relates:  
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PART I  
REGISTRANT INFORMATION

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Full Name of Registrant: OneTravel Holdings, Inc.

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Former Name if Applicable RCG Companies Incorporated

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Address of Principal Executive Office (Street and Number):

5775 Peachtree Dunwoody Rd  
Building G,  
Suite 300

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City, State and Zip Code: Atlanta, GA 30346  
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PART II

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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, 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.

The subject annual report on Form 10-K for the fiscal year ended June 20, 2005 could not be filed without unreasonable effort or expense because the Company has not yet resolved certain financial disclosure issues in connection with the integration of the recent acquisitions of Farequest Holdings, Inc. and OneTravel, Inc., including valuation issues arising from the Farequest Holdings transaction.

The Company intends to file its annual report on Form 10-K on or before the 15th calendar day following the prescribed due date.

PART IV  
OTHER INFORMATION

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

|              |              |                    |
|--------------|--------------|--------------------|
| Marc Bercoon | 770 730 2860 |                    |
| -----        | -----        | -----              |
| (Name)       | (Area Code)  | (Telephone Number) |

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

On May 16, 2005, the Company filed a Form 12b-25 with respect to its Quarterly Report on Form 10-Q for the period ending March 30, 2005. The Company subsequently filed the subject Quarterly Report on Form 10-Q on May 23, 2005.

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On February 14, 2005, the Company filed a Form 12b-25 with respect to its Quarterly Report on Form 10-Q for the period ending December 31, 2004. The Company subsequently filed the subject Quarterly Report on Form 10-Q on February 22, 2005.

On November 16, 2004, the Company filed a Form 12b-25 with respect to its Quarterly Report on Form 10-Q for the period ending September 30, 2004. The Company subsequently filed the subject Quarterly Report on Form 10-Q on November 22, 2004.

On September 28, 2004, the Company filed a Form 12b-25 with respect to its Annual Report on Form 10-K for the fiscal year ending June 30, 2004. The Company subsequently filed the subject Annual Report on Form 10-K on October 13, 2004.

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- (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? |X| 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.

OneTravel Holdings, Inc.

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(Name of Registrant as specified in charter)

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

Date: September 28, 2005  
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By: /s/ Philip A. Ferri  
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Philip A. Ferri, Chief Financial Officer

ONETRAVEL HOLDINGS, INC.

Form 12b-25 With Respect to Annual Report  
on Form 10-K for Fiscal Year Ended June 30, 2005

PART III

A 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 Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2005. The operations of the Company have changed significantly in the past fiscal year due to the recent acquisitions of Farequest Holdings, Inc. and OneTravel, Inc. and the sale of FS Tours, Inc d/b/a Vacation Express and Logisoft Corp. The inability to file timely could not be eliminated without unreasonable effort or expense.

The Company's management believes that any attempts to estimate the effects of these changes on the earnings statements to be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2005 at this time would be speculative and misleading.