

Edgar Filing: AVALON DIGITAL MARKETING SYSTEMS INC - Form NT 10-Q

AVALON DIGITAL MARKETING SYSTEMS INC  
Form NT 10-Q  
May 16, 2003

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

FORM 12B-25

COMMISSION FILE NUMBER-0-21931  
NOTIFICATION OF LATE FILING

(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 MARCH 31, 2003

TRANSITION REPORT ON FORM 10-K AND FORM 10-KSB  
 TRANSITION REPORT ON FORM 20-F  
 TRANSITION REPORT ON FORM 11-K  
 TRANSITION REPORT ON FORM 10-Q AND FORM 10-QSB  
 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: \_\_\_\_\_

PART I--REGISTRANT INFORMATION

Full Name of Registrant: AVALON DIGITAL MARKETING SYSTEMS, INC.  
\_\_\_\_\_

Former Name of Registrant: MINDARROW SYSTEMS, INC. \_\_\_\_\_

Address of Principal Executive Office (Street and Number):

19782 MacArthur Blvd., Suite 100, Irvine, CA 92612  
\_\_\_\_\_

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-25b, 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;

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[ ] (b) The subject annual report, semi-annual report, transition report on Forms 10-K, 10-KSB, 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 or transition report on Forms 10-Q, 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.

PART III--NARRATIVE

State below in reasonable detail the reasons why the Forms 10-K, 10-KSB, 20-F, 11-K, 10-Q,10-QSB, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period. (ATTACH EXTRA SHEETS IF NEEDED)

The Company has not been able to complete the preparation of financial data and other narrative information in sufficient time to complete the Company's Quarterly Report on Form 10-Q by May 15, 2003, the required filing date, without unreasonable effort and expense. As a result of the foregoing factors, the Company has been unable to finalize its financial statements for its quarterly report on Form 10-Q for the quarter ended March 31, 2003. The Company expects to file such quarterly report on Form 10-Q as soon as practicable.

PART IV--OTHER INFORMATION

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

|                   |             |                    |
|-------------------|-------------|--------------------|
| Michael R. Friedl | (949)       | 660-1700           |
| -----             | -----       | -----              |
| (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). X 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? 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.

The Company has been involved in several mergers and acquisitions in the past fiscal year, including the merger between Category 5 Technologies Inc. and MindArrow Systems, Inc., which created Avalon Digital Marketing Systems, Inc. We have also been negotiating with potential investors which may result in a near-term sale of assets of restructuring. We anticipate changes in our financial statements and results of operations for the quarter ended March 31, 2003, compared to the corresponding period for the prior fiscal year, due primarily to the substantial change in the nature and composition of our businesses since the prior period.

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(Name of Registrant as Specified In Charter)

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

Dated: May 16, 2003

AVALON DIGITAL MARKETING SYSTEMS, INC.

By: /s/ Michael R. Friedl

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Michael R. Friedl  
Chief Financial Officer, Treasurer  
and 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.

ATTENTION

INTENTION MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amendment notification.