

FITLIFE BRANDS, INC.
Form NT 10-Q
August 14, 2017

OMB APPROVAL

OMB Number: 3235-0058
Expires: October 31, 2018
Estimated average burden hours per response ... 2.50

SEC FILE NUMBER

000-52369

CUSIP NUMBER

**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 10-D ☐ Form N-SAR ☐ Form N-CSR

For Period Ended: June 30, 2017

☐ 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

FitLife Brands, Inc.

Full Name of Registrant

Former Name if Applicable

4509 S. 143rd Street, Suite 1

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

Omaha, Nebraska, 68137

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)

- [x]
- (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 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 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 time period.

The Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017 cannot be filed within the prescribed time period because the Company requires additional time for compilation and review to insure adequate disclosure of certain information required to be included in the Quarterly Report on Form 10-Q, including the XBRL (eXtensible Business Reporting Language) Interactive Data Files for the financial statements and notes included in the Quarterly Report. The Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017 will be filed on or before the 5th calendar day following the prescribed due date.

**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.**

(Attach extra Sheets if Needed)

PART IV - OTHER INFORMATION

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

Michael Abrams

402

333-5260

(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 report(s) been filed? If answer is no, identify report(s).

Yes[x] 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[x]

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.

It is anticipated that the Company will incur a net loss in the quarter ended June 30, 2017 compared to a net profit in the comparable period in 2016, principally due an approximate 43% decrease in total revenue from approximately \$8.66 million in the 2016 quarter to approximately \$5.02 million in the most recently completed quarter. The decrease is largely due to the impact of GNC convention revenue during the 2016 quarter, and the Company's election not to attend the convention in the recently concluded quarter, as well as efforts by GNC to reduce average existing inventory levels to fulfill product demand in the short term, which resulted in an unprecedented divergence of wholesale purchases compared to product movement at retail.

FitLife Brands, 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: *August 14, 2017*

By: */s/ Michael Abrams*

Name: Michael Abrams

Title: Chief Financial Officer