

NIGHTHAWK SYSTEMS INC  
Form NT 10-K  
March 31, 2009

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

**FORM 12b-25**

**SEC FILE NUMBER**

0-30786

**NOTIFICATION OF LATE FILING**

**CUSIP NUMBER**

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

For Period      December 31, 2008  
Ended:

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:

**PART I REGISTRANT INFORMATION**

Nighthawk Systems, Inc.  
Full Name of Registrant.

Former Name if Applicable

10715 Gulfdale, Suite 200  
Address of Principal Executive Office (*Street and Number*)

San Antonio, Texas 78216  
City, State and Zip Code:

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**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;
- ii (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 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 time period. (Attach extra Sheets if Needed)

The Registrant's quarterly report on Form 10-K could not be timely filed because of delays in the auditor's review process. We expect to file the final Form 10-K within the time permitted by this extension.

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**PART IV OTHER INFORMATION**

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

|                     |             |                    |
|---------------------|-------------|--------------------|
| H. Douglas Saathoff | 210         | 341-4811           |
| (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        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.

**Nighthawk Systems, 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:            March 31, 2009

By:                /s/ H. Douglas Saathoff  
                         H. Douglas Saathoff, Chief Executive  
                         Officer