

NEOMAGIC CORP  
Form NT 10-K  
April 15, 2005  
(Check One):

- Form 10-K
- Form 20-F
- Form 11-K
- Form 10-Q
- Form N-SAR
- Form N-CSR

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

SEC FILE NUMBER

000-22009

CUSIP NUMBER

640497103

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

For Period Ended: **January 31, 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: \_\_\_\_\_

*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**

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**

NeoMagic Corporation

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Full name of registrant

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Former name if applicable

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3250 Jay Street

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Address of principal executive office (*Street and number*)

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Santa Clara, CA 95054

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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 12-b-25(b), the following should be completed. (Check box if appropriate.)*

- x (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, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or
- x transition report on Form 10-Q, 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, N-SAR, N-CSR or the transition report or portion thereof, could not be filed within the prescribed time period.*

NeoMagic Corporation (the Registrant) requires additional time to complete the review and processing of its Annual Report on Form 10-K for its fiscal year ended January 31, 2005. The Registrant could not file its Form 10-K by April 15, 2005, because the Registrant was unable to finish compiling certain financial and narrative information and to complete the assessment by its management of its internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act and the rules of the Public Company Accounting Oversight Board in order to complete its Form 10-K by the initial filing date without unreasonable effort or expense. The Registrant expects to file its completed Annual Report on Form 10-K on or before April 30, 2005.

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**OTHER INFORMATION**

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

Scott Sullinger

(408)

719-6500

(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 the answer is no, identify report(s).     Yes     No*

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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?     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.*

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**NeoMagic Corporation**

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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 : April 15, 2005

By:           /s/ Scott Sullinger          

Name: Scott Sullinger

Title: Chief Financial Officer