

Cool Holdings, Inc.
Form NT 10-K
April 01, 2019

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: December 31, 2018

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

COOL HOLDINGS, INC.

(Full Name of Registrant)

(Former Name if Applicable)

48 NW 25th Street, Suite 108

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

Miami, FL 33127

(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)

- (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 registrant was unable to timely prepare its Annual Report on Form 10-K for the year ended December 31, 2018 by the filing deadline due to the registrant requiring additional time to compile its first Annual Report after its merger with Cooltech Holding Corp. completed on March 12, 2018 and a change of auditors on January 2, 2019. The registrant intends to file its Annual Report within the fifteen-day extension period.

PART IV — OTHER INFORMATION

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

| | | |
|------------------|-------------|--------------------|
| Alfredo Carrasco | (786) | 675-5246 |
| (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.

COOL HOLDINGS, 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: April 2, 2019 By /s/ Alfredo Carrasco

Alfredo Carrasco, Chief Financial Officer

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

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

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Part IV (3) – Explanation of Response

Following the reverse merger of the registrant with Cooltech Holding Corp. on March 12, 2018, the registrant anticipates that its results of operations included in the registrants Annual Report on Form 10-K for the fiscal year ended December 31, 2018 will reflect an increase of approximately 78% in Net Revenue, an increase of 69% in Cost of Goods Sold, an increase of 121% in Gross Profit, an increase of 65% in Selling, General and Administrative Expenses and an increase in the net loss of 261% compared to the fiscal year ended December 31, 2017.