

SimplePons, Inc.
Form NT 10-Q
November 14, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

**SEC FILE
NUMBER**

000-21134

**CUSIP
NUMBER**

828821 108

(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: September 30, 2012

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:

(1)

PART I — REGISTRANT INFORMATION

SimplePons, Inc.
Full Name of Registrant

not applicable
Former Name if Applicable

220 Congress Park Drive, Suite 304
Address of Principal Executive Office (*Street and Number*)
Delray Beach, FL 33445
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;
- X (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.

(2)

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 needs additional time to complete the financial statements to be included in the Form 10-Q.

PART IV — OTHER INFORMATION

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

Brian S. John	561	330-3500
(Name)	(Area Code)	(Telephone Number)

- 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.

(3)

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SimplePons, 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: November 14, 2012 By: /s/ **Brian S. John**
Brian S. John, President

Attachment to Form 12b-25 for SimplePons, Inc. for the period ended September 30, 2012.

As a result of the exit from shell status and the commencement of operations in the fourth quarter of 2011, the registrant anticipates that its balance sheet at September 30, 2012 and its statement of operations (unaudited) for the three and nine months ended September 30, 2012 which will be included in the Quarterly Report on Form 10-Q when filed will differ materially from the comparable periods in the prior fiscal year; however, the registrant is not presently able to quantify the amount of such anticipated change as it is still compiling its financial statements.