

SECURITIES AND EXCHANGE COMMISSION

FORM NT 10-Q

Notice under Rule 12b25 of inability to timely file all or part of a form 10-Q or 10-QSB

Filing Date: **2004-05-18** | Period of Report: **2004-03-31**  
SEC Accession No. **0001161697-04-000404**

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FILER

**ICEWEB INC**

CIK: **1097718** | IRS No.: **13264091** | State of Incorpor.: **DE** | Fiscal Year End: **0930**  
Type: **NT 10-Q** | Act: **34** | File No.: **000-27865** | Film No.: **04814480**  
SIC: **7389** Business services, nec

Mailing Address  
620 HERNDON PARKWAY  
SUITE 360  
HERNDON VA 20170

Business Address  
620 HERNDON PARKWAY  
SUITE 360  
HERNDON VA 20170  
703-964-8000

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

FORM 12b-25

NOTIFICATION OF LATE FILING

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OMB APPROVAL  
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OMB Number: 3235-0058  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . .2.50  
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SEC FILE NUMBER 0-27865  
CUSIP NUMBER 451034102

(Check One):

Form 10-K       Form 20-F       Form 11-K       Form 10-QSB       Form N-SAR

For Period Ended: MARCH 31, 2004  
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- 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:

N/A  
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PART I -- REGISTRANT INFORMATION

ICEWEB INCORPORATED  
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Full Name of Registrant

N/A  
-----

Former Name if Applicable

620 HERNDON PARKWAY, SUITE 360  
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Address of Principal Executive Office (Street and Number)

HERNDON, VA 20170

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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 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, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of 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 the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report portion thereof, could not be filed within the prescribed time period.

The Form 10-QSB could not be filed within the prescribed time due to additional time required by Registrant's management to provide certain information to be included in the Form 10-QSB.

PART IV -- OTHER INFORMATION

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

John R. Signorello

703

964-8000

-----  
(Name)

-----  
(Area Code)

-----  
(Telephone Number)

(2) Have all other periodic reports 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 preceeding 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.

ICEWEB INCORPORATED

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 18, 2004

By: /s/ John R. Signorello

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John R. Signorello, Chairman and CEO