

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: **2004-08-12** | Period of Report: **2004-06-30**
SEC Accession No. **0001016295-04-000023**

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FILER

GFY FOODS INC

CIK: **1145421** | IRS No.: **870382438** | State of Incorporation: **NV** | Fiscal Year End: **0331**
Type: **NT 10-Q** | Act: **34** | File No.: **000-33029** | Film No.: **04969377**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
601 DEERFIELD PARKWAY
.
BUFFALO GROVE IL 60089

Business Address
601 DEERFIELD PARKWAY
.
BUFFALO GROVE IL 60089
8473537554

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Commission File Number: 0-33029

FORM 12b-25

Notification of Late Filing

(Check One) :

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

For Period Ended: June 30, 2004

- 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: _____

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

Full Name of Registrant GFY FOODS, INC.

Former Name if Applicable

601 Deerfield Parkway

Address of Principal Executive Office (Street and Number)

Buffalo Grove, IL 60089
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 or 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 Form 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof could not be filed within the prescribed period.

Management is not finished with the document.

Part IV - Other Information

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

Ed Schwalb	847	353-7554

(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

(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.

GFY Foods, Inc.

(Name of Registrant as specified in charter)

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

Date 8-11-04

By /s/ Ed Schwalb

Ed Schwalb, President, CEO and Director