

SECURITIES AND EXCHANGE COMMISSION

FORM NT 10-K

Notice under Rule 12b25 of inability to timely file all or part of a Form 10-K, 10-KSB, or 10KT

Filing Date: **1996-12-30** | Period of Report: **1996-09-30**
SEC Accession No. **0000950134-96-007117**

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FILER

VISITORS SERVICES INTERNATIONAL CORP

CIK: **808713** | IRS No.: **592773602** | State of Incorporation: **FL** | Fiscal Year End: **0630**
Type: **NT 10-K** | Act: **34** | File No.: **033-11059-A** | Film No.: **96687683**
SIC: **6770** Blank checks

Mailing Address
4 W DRY CREEK CIRCLE
STE 140
LITTLETON CO 80120

Business Address
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SUITE 140
LITTLETON CO 80120
3037949450

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 N-SAR

For Period Ended: September 30, 1996

 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

FULL NAME OF REGISTRANT

Visitors Services International Corp.

FORMER NAME IF APPLICABLE

Dynasty Capital Corporation

ADDRESS OF PRINCIPAL EXECUTIVE OFFICE (STREET AND NUMBER)

100 Second Avenue South, Suite 1000, St. Petersburg, Florida 33701

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, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Form 10-KSB for the period ended September 30, 1996, could not be filed within the prescribed time period due to: 1) complexities in preparing consolidated financial statements to reflect the activities on its subsidiary, Visitors Services, Inc., which was acquired in September 1996, as reported on Form 8-K dated September 30, 1996; 2) the Registrant's change in auditors as reported on Form 8-K dated October 17, 1996; and 3) the Registrant changed its fiscal year end from one ending June 30 to one ending September 30, to match the fiscal year end of its subsidiary, as reported on Form 8-K dated October 17, 1996.

(ATTACH EXTRA SHEETS IF NEEDED)

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PART IV - OTHER INFORMATION

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

Michael Gordon

813

895-4410

(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).

[X] 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?

[X] 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) The financial statements to be filed with the Form 10-KSB will reflect a net loss of approximately \$3,773,145 for the year ended September 30, 1996. This loss reflects the operations of the Registrant's subsidiary, Visitors Services, Inc., which was acquired in September of 1996, as reported on Form 8-K dated September 30, 1996. The financial statements filed with the Registrant's last Form 10-KSB for the period ended June 30, 1995, reflected a loss of \$4,960, a period during which the Registrant had substantially no operations. Subsequent to June 30, 1995, the Registrant acquired its subsidiary, Visitors Services, Inc., as stated above, and also changed its fiscal year end from one ending June 30 to one ending September 30, as reported on Form 8-K dated October 17, 1996.

=====
Visitors Services International Corp.

(NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

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

Date December 27, 1996

By /s/ Robert P. Gordon

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.

***** A T T E N T I O N *****
*
* INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL *
* VIOLATIONS (SEE 18 U.S.C. 1001). *
*

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.
5. Electronic Filers. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (Section 232.201 or Section 232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (Section 232.13(b) of this chapter).