

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: **2013-01-10** | Period of Report: **2012-11-30**
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FILER

OCZ TECHNOLOGY GROUP INC

CIK: **1355128** | IRS No.: **000000000** | State of Incorpor.: **DE**
Type: **NT 10-Q** | Act: **34** | File No.: **001-34650** | Film No.: **13523335**
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| Mailing Address | Business Address |
|--|--|
| 6373 SAN IGNACIO AVENUE SAN JOSE, CA 95119-1200 | 6373 SAN IGNACIO AVENUE SAN JOSE, CA 95119-1200 408-733-8400 |

**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: November 30, 2012

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K as a result the company
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR

For 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

OCZ Technology Group, Inc.

Full Name of Registrant

Not Applicable

Former Name if Applicable

6373 San Ignacio Avenue

Address of Principal Executive Office (Street and Number)

San Jose, California 95119

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 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.

As previously reported, OCZ Technology Group, Inc. (the "Company") delayed the filing of its Form 10-Q for the quarter ended August 31, 2012 as the Company requires additional time for compilation and review to insure adequate disclosure of certain information. The Company's Audit Committee had also concluded that the Company should restate the results for the first quarter of fiscal 2013, as well as the results for certain quarters of fiscal 2012 and for the fiscal year 2012. The Board and management are in discussions with Crowe Horwath LLP, the Company's independent auditors regarding the matters identified in the investigation. As such, the Company is unable to file its Form 10-Q for the quarter ended November 30, 2012.

PART IV - OTHER INFORMATION

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

Arthur F. Knapp, Jr

(Name)

408

(Area Code)

440-3482

(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

The Form 10-Q for the quarter ended August 31, 2012.

- (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.

The Company's financial statements are still being prepared. As a result, the Company is not in a position to make any statement with respect to revenue for the quarter ended November 30, 2012 in comparison to the prior year fiscal quarter.

OCZ Technology Group, 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 January 10, 2013

By /s/ Arthur F. Knapp, Jr.

Name Arthur F. Knapp, Jr.

Title 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.
