

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: **2013-05-16** | Period of Report: **2013-03-31**
SEC Accession No. [0001213900-13-002690](#)

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FILER

X-Factor Communications Holdings, Inc.

CIK: **1517653** | IRS No.: **451545032** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **NT 10-Q** | Act: **34** | File No.: **000-54341** | Film No.: **13850509**
SIC: **7372** Prepackaged software

Mailing Address

*3 EMPIRE BLVD., 5TH
FLOOR
SOUTH HACKENSACK NJ
07606*

Business Address

*3 EMPIRE BLVD., 5TH
FLOOR
SOUTH HACKENSACK NJ
07606
(201) 518-1925*

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

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File Number: 000-54341

(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: March 31, 2013

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

X-Factor Communications Holdings, Inc.

Full Name of Registrant

Former Name if Applicable

3 Empire Blvd., 5th Floor

Address of Principal Executive Office

South Hackensack, NJ 07606

City, State and Zip Code

PART II – RULES 12b-25 (b) AND (c)

If the subject report could not be filed out 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 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 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.

The Company has experienced a delay in completing the information necessary for including in its quarterly report on Form 10-Q, in particular its financial statements, for the quarter ended March 31, 2013 (the “2013 Quarterly Report”). The Company intends to file the 2013 Quarterly Report as soon as reasonably possible.

PART IV – OTHER INFORMATION

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

<u>Charles Saracino</u> (Name)	<u>(201)</u> (Area Code)	<u>518-1925</u> (Telephone Number)
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(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 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 changes 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 in the 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.

SIGNATURE

X-Factor Communications Holdings, Inc. has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2013

By: /s/ Charles Saracino

Charles Saracino
Chief Executive 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.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).