

LIGHTBRIDGE Corp
Form NT 10-Q
November 16, 2015

**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: September 30, 2015

☐ 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

Lightbridge Corporation

Full Name of Registrant

N/A

Former Name if Applicable

1600 Tysons Boulevard, Suite 550

Address of Principal Executive Office (*Street and Number*)

McLean, VA 22102

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 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.

Lightbridge Corporation (the "Company") is unable to file its Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2015 within the prescribed time period because the Company is still in the process of reviewing and finalizing, in consultation with its prior and new independent registered public accounting firm (engaged on June 9, 2015) and outside legal counsel, certain aspects of its financial statements and corresponding notes for inclusion in the Form 10-Q. In light of the required restatement of the previously issued financial statements, as disclosed on Form 8-K, Item 4.02 filed November 4, 2015, this delay could not have been avoided without unreasonable effort or expense to the Company.

PART IV OTHER INFORMATION

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

Seth Grae
(Name)

(571)
(Area Code)

730-1200
(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.

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The Company is required to reclassify the warrants issued in its prior registered direct offerings as derivative liabilities, with changes to the fair market value of the issuance of the warrants in subsequent reporting periods in the Company's statement of operations. The Company has a third party valuing the warrants and a reasonable estimate of the effect of this reclassification on the results of operations can not be made as of this date.

Lightbridge Corporation

(Name of Registrant as Specified in Charter)

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

Date: November 16, 2015

By: */s/ Seth Grae*

Seth Grae

Title: President and Chief Executive Officer
