

RUBICON FINANCIAL INC
Form NT 10-K
April 01, 2009

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

FORM 12b-25

SEC FILE NUMBER: 000-29315
CUSIP NUMBER: 788112N100

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: December 31, 2008

- 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: N/A

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: N/A

PART I - REGISTRANT INFORMATION

Rubicon Financial Incorporated

Full Name of Registrant

N/A

Former Name if Applicable

4100 Newport Place, Suite 600

Address of Principal Executive Office (Street & Number)

Newport Beach, CA 92660

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 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

The Registrant is unable to file its annual report on Form 10-K within the prescribed time period because the Registrant is awaiting final compilation and audit of its financial statements from its independent auditor for the year ended December 31, 2008. The Registrant currently expects to file its annual report on Form 10-K for the year ended December 31, 2008 on or before the fifteenth calendar day following the prescribed due date for the filing of the Registrant's Form 10-K.

PART IV - OTHER INFORMATION

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

| | | | |
|------------------------|-------------|--------------------|--|
| Joseph Mangiapane, Jr. | (949) | 798-7220 | |
| (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 Yes during the preceding 12 months or for such shorter period that the registrant was required to file such No report(s) been filed?

If answer is no, identify report(s).

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the Yes No last fiscal year will be reflected by the earning statements to be included in the subject report or portion thereof?

The Registrant expects to report approximately \$4.9 million of revenues for the year ended December 31, 2008, compared to revenues of \$308,936 for fiscal 2007. The Registrant also expects to report a net loss for the year ended December 31, 2008 of approximately \$4.7 million, as compared to a net loss for 2007 of approximately \$7.8 million. Fiscal 2008 includes two quarters of the Registrant's operations to consolidate the financial results of Grant Bettingen, Inc., which was acquired in June of 2008. This acquisition has had a substantial impact on the Registrant's revenues and overall operations. As such, its results of operations for the year ended December 31, 2008 are not comparable to 2007.

Rubicon Financial Incorporated

(Name of Registrant as Specified in Charter)

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

Date: March 31, 2009

By: /s/ Joseph Mangiapane, Jr.
Joseph Mangiapane, Jr., Chief Executive Officer

ATTENTION

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (See 18 U.S.C.1001).
