

OptimumBank Holdings, Inc.  
Form NT 10-K  
April 02, 2013

UNITED STATES		OMB APPROVAL	
SECURITIES AND EXCHANGE COMMISSION		OMB Number:	3235-0058
Washington, D.C. 20549		Expires:	August 31, 2015
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FORM 12b-25    SEC FILE NUMBER

  CUSIP NUMBER  
NOTIFICATION OF LATE FILING

(Check one):     S 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, 2012

- 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**

OPTIMUMBANK HOLDINGS, INC.  
Full Name of Registrant

Former Name if Applicable

2477 East Commercial Blvd  
Address of Principal Executive Office (Street and Number)

Fort Lauderdale, Florida 33308  
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;
- S (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.

OptimumBank Holdings, Inc. (the "Company") was unable to file its Annual Report on Form 10-K for the period ended December 31, 2012 (the "Form 10-K") by its prescribed due date of April 1, 2013.

The delay was attributable the need to obtain final approval of the Form 10-K by the Audit Committee and Board of Directors of the Company and difficulties in scheduling caused by the holidays. The Company currently expects to file the Form 10-K on or before April 4, 2013.

**Forward-Looking Statements**

This notification includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words "expects" and "intends" and similar terms and phrases are used in this notification to identify forward-looking statements, including statements regarding the estimated timing for the filing of the Company's Form 10-K. Risks, uncertainties and assumptions that could affect the Company's forward-looking statements include, among other things, the time needed for the Company to finalize and file its Form 10-K. Unless required by law, the Company expressly disclaims any obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

(Attach Extra Sheets if Needed)

PART IV — OTHER INFORMATION

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

Thomas Procelli (954) 776-2332  
(Name) (Area Code) (Telephone Number)

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 S NO

Is it anticipated that any significant change in results of operations from the corresponding period for the (3)last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes S 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 net income for the fiscal year ended December 31, 2012 was a net loss of \$4,697,000, compared to a net loss of \$3,747,000 for the fiscal year ended December 31, 2011.

OPTIMUMBANK HOLDINGS, 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: April 2, 2013 By: /s/ Thomas Procelli  
Name: Thomas Procelli  
Title: Chief Operating Officer