

Precipio, Inc.
Form NT 10-Q
November 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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, 2017

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

PRECIPIO, INC.

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4 Science Park

New Haven, Connecticut 06511

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 reasons 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.

Precipio, Inc. (the Company) is unable to file its Form 10-Q for the quarter ended September 30, 2017 (the Form 10-Q) within the prescribed time period without unreasonable effort or expense. Additional time is required due to the Company closing a registered direct offering (as described in the Company's Current Report on Form 8-K, filed November 3, 2017) and significant debt restructuring (as described in the Company's Current Report on Form 8-K, filed November 6, 2017). The Company intends to file the Form 10-Q with the Securities and Exchange Commission as soon as practicable, but no later than November 20, 2017.

PART IV OTHER INFORMATION

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

Ilan Danieli
(Name)

203
(Area Code)

787-7888
(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 such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No
Quarterly Report on Form 10-Q for quarterly period ended June 30, 2017, filed August 22, 2017.
- (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 does anticipate that a significant change in results of operations from the third quarter of 2016 will be reflected by the earnings statements to be included in the Form 10-Q for the third quarter of 2017 (the Form 10-Q) as a result of the Company's merger with Precipio Diagnostics, LLC on June 29, 2017 (the Merger) and as a result of expenses incurred for capital raises and post-Merger operations.

PRECIPIO, INC.

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

Dated: November 13, 2017

By: /s/ Carl Iberger
Name: Carl Iberger

Title: Chief Financial Officer

Forward-Looking Statements

This Notification of Late Filing on Form 12b-25 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements can be identified by the use of forward-looking terminology, such as believe, expect, anticipate, plan, intend, foresee, should, would, could or other similar expressions. Statements contained in 12b-25 are based upon information presently available to the Company and assumptions that it believes to be reasonable. The Company is not assuming any duty to update this information should those facts change or should it no longer believe the assumptions to be reasonable. Investors are cautioned that all such statements involve risks and uncertainties, including without limitation, statements concerning the timing of the filing of the Form 10-Q for the fiscal quarter ended September 30, 2017.