

Power REIT  
Form NT 10-K  
April 01, 2014

---

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

OMB APPROVAL  
OMB Number:  
3235-0058  
Expires: August 31,  
2015  
Estimated average  
burden  
hours per  
response.....2.50

## FORM 12b-25

SEC FILE NUMBER  
811-22156

CUSIP NUMBER

### NOTIFICATION OF LATE FILING

Form 10-K     Form 20-F     Form 11-K     Form 10-Q     Form 10-D     Form N-SAR   

For Period Ended: December 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:

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

Power REIT  
Full Name of Registrant

Former Name if Applicable

301 Winding Road  
Address of Principal Executive Office (Street and Number)

Old Bethpage, NY 11804  
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 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.

(Attach extra Sheets if Needed)

Our independent registered public accounting firm has not released its opinion in connection with our consolidated financial statements as of and for the year ended December 31, 2013. It is expected that the opinion will be forthcoming following the completion of additional audit procedures, including the provision by management of additional information if any is required. We intend to file our Form 10-K for the year ended December 31, 2013 prior to the end of the fifteenth calendar day following the required filing date of this document.

PART IV — OTHER INFORMATION

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

|                 |             |                    |
|-----------------|-------------|--------------------|
| David H. Lesser | 212         | 750-0373           |
| (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 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

- (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.

Power REIT  
(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 1, 2013

By:

/s/ David H. Lesser

Name: David H. Lesser

Title: Chief Executive Officer