

Mount Knowledge Holdings, Inc.  
Form NT 10-K  
January 31, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

*(Check one):*

OMB APPROVAL  
OMB Number:  
3235-0058  
Expires: May 31,  
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SEC FILE  
NUMBER  
000-52664

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

For Period Ended: October 31, 2010

- 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.
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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**

**MOUNT KNOWLEDGE HOLDINGS, INC.**

Full Name of Registrant

N/A

Former Name if Applicable

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**3955 Orchard Hill Place, Suite 600 PMB 6096**

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

**Novi, Michigan, 48375**

City, State and Zip Code

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**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
- X (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.

**Mount Knowledge Holdings, Inc. (the "Registrant") was unable, without unreasonable effort or expense, to file its Annual Report on Form 10-K for the period ended October 31, 2010 (the "Annual Report") by the January 31, 2011 filing date applicable to smaller reporting companies due to a delay experienced by the Registrant in completing its financial statements and other disclosures in the Annual Report. As a result, the Registrant is still in the process of compiling required information to complete the Annual Report and its independent registered accounting firm requires additional time to complete the audit of the financial statements for the fiscal year ended October 31, 2010 to be incorporated in the Annual Report. The Registrant anticipates that it will file the Annual Report no later than fifteenth calendar day following the prescribed filing date.**

**PART IV OTHER INFORMATION**

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

**DANIEL A. CARR**  
(Name)

**(248)**  
(Area Code)

**893-4538**  
(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 ?

[ ] Yes [ x ] 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.

**MOUNT KNOWLEDGE HOLDINGS, INC.**  
(Name of Registrant as Specified in Charter)

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

Date: January 31, 2011

By: */s/ Daniel A. Carr*

DANIEL A. CARR

Title: President, Chief Executive Officer,

Chief Financial Officer, Treasurer and Director

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