

Protective Products of America, Inc.
Form NT 10-Q
November 17, 2009

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

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER

000-53580

CUSIP NUMBER

74367R

(Check one): Form Form Form ü Form Form Form Form
10-K 20-F 11-K 10-Q 10-D N-SAR N-CSR

For Period **September 30, 2009**
Ended:

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 Instructions (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

Protective Products of America, Inc.

Full Name of Registrant.

N/A

Former Name if Applicable

1649 Northwest 136th Avenue

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

Sunrise, Florida 33323

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)

Protective Products of America, Inc. (the Company) is unable to file its Quarterly Report on Form 10-Q (the Form 10-Q) for the quarterly period ended September 30, 2009 within the prescribed time period without unreasonable effort and expense. The Company is a reporting issuer in Canada and its common stock is listed and posted for trading on the Toronto Stock Exchange. In November 2009, the Company filed with the Canadian Securities Administrators unaudited condensed consolidated financial statements and management's discussion and analysis of financial condition and results of operations for the three and nine months ended September 30, 2009 that satisfy applicable Canadian securities law requirements. Unlike U.S. securities laws, Canadian securities laws do not require that a reporting issuer's financial statements be reviewed by its independent accountants prior to filing. Due to the significant deterioration in its financial condition, the limited number of finance personnel and the expense associated with having the Company's independent auditors review the Company's financial statements for the quarterly period ended September 30, 2009, the Company will be unable to file the Form 10-Q within the prescribed time period without unreasonable effort and expense. The Company does not anticipate being able to file the Form 10-Q by the 5th calendar day following the prescribed due date, and at this time the Company cannot determine when and if it will be able to file the Form 10-Q.

PART IV OTHER INFORMATION

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

Jason A. Williams

(Name)

954

(Area Code)

846-8222

(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 ☒

Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009; Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009

- (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

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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.

Based on the financial statements the Company prepared and filed pursuant to Canadian securities laws, the Company expects that its results of operations that would be reported in the Form 10-Q will contain significant changes from its results of operations for the quarterly period ended September 30, 2008. These changes include a decrease in revenues from \$16.6 million for the quarter ended September 30, 2008 to \$6.2 million for the quarter ended September 30, 2009. In addition, the Company incurred a net loss from continuing operations of \$2.4 million for the quarter ended September 30, 2009, as compared to a net loss from continuing operations of \$30.5 million for the same period in 2008. Net loss from continuing operations for the three months ended September 30, 2008 included a \$28.3 million impairment charge against goodwill and intangible assets. Excluding the impairment charge in 2008, the significant decrease in revenues is primarily attributable to the substantial completion of major orders with the U.S. militaries and subcontractors thereof, partially offset by an increase in commercial sales.

Protective Products of America, 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: November 16, 2009

By: /s/ Jason A. Williams
Name: Jason A. Williams
Title: Chief Financial Officer