

SYSTEMAX INC
Form NT 10-K
March 31, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 12b-25

Commission File Number: 1-13792

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 11-K Form 20-F Form 10-Q
 Form N-SAR

For Period Ended: December 31, 2005

Transition Report on Form 10-K Transition Report on Form 10-Q
 Transition Report on Form 20-F Transition Report on Form N-SAR
 Transition Report on Form 11-K

For the Transition Period Ended: _____

Read attached instructio sheet 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: N/A

**PART I
REGISTRANT INFORMATION**

Full name of registrant Systemax Inc.
Former name if applicable _____

11 Harbor Park Drive

Address of principal executive office (Street and number)

Port Washington, New York 11050

City, state and zip code

**PART II
RULE 12b-25 (b) and (c)**

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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, 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, 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 Form 10-K, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

Systemax Inc. (the Company) could not complete its filing on Form 10-K for the year ended December 31, 2005 (the 10-K) due to delays in the completion of its consolidated financial statements and related portions of the Form 10-K, which delays could not be eliminated by the Company without unreasonable effort and expense. The Company currently anticipates filing such form, as well as the Forms 10-Q for the first three quarters of 2005, by early June 2006.

This inability has been caused by delays related to the Company's need to restate its consolidated financial statements for the year ended December 31, 2004, which restated results were filed on November 22, 2005, to which the Company devoted considerable time and effort and delayed completion of the quarterly financial statements for the first three quarters of 2005 and thus commencement of work preparing the December 31, 2005 consolidated financial statements. In addition, the Company's former independent registered public accounting firm declined to stand for reappointment, as was previously reported, and the Company was unable to appoint a new independent registered public accounting firm until December 2005. The filing of the Form 10-K and the Forms 10-Q for 2005 is pending completion of the preparation and audit of the consolidated financial statements as of and for the year ended December 31, 2005.

**PART IV
OTHER INFORMATION**

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

Steven Goldschein

(516) 608-7654

(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 the answer is no, identify reports(s).

Yes No

The Company's Forms 10-Q for the first three quarters of 2005 have not been filed.

(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 has not yet finalized its financial statements for the year ended December 31, 2005 and accordingly, is not able to determine whether there will be a significant change in results of operations for fiscal 2005 compared to fiscal 2004.

Systemax Inc.

(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date March 31, 2006

By: /s/ Steven Goldschein
Steven Goldschein, Senior Vice President
and Chief Financial Officer

Instruction. The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal criminal violations (*see* 18 U.S.C.1001).

GENERAL INSTRUCTIONS

(1) This form is required by Rule 12b-25 of the General Rules and Regulations under the Securities Exchange Act of 1934.

(2) One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, DC 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of the public record in the Commission files.

(3) A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.

(4) Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

(5) *Electronic Filers.* This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Registration S-T or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T.