

Mill City Ventures III, Ltd  
Form NT 10-K/A  
April 05, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 12b-25**

**(AMENDMENT TO FILING MADE ON APRIL 1, 2019)**

**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, 2018

- 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 instruction 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:

\_\_\_\_\_

**PART I**

**REGISTRANT INFORMATION**

Full name of registrant: Mill City Ventures III, Ltd.

Former name if applicable: \_\_\_\_\_

Address of principal executive office (Street and number): 1907 Wayzata Boulevard, Suite 205

City, State and zip code: Wayzata, MN 55391

## PART II

### RULE 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.  
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
- (b) 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.
- (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 or portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

Prior to the filing of the first 12b-25 on April 1, 2019, the Company's independent registered public accounting firm, Baker Tilly Virchow Krause, LLP, disclosed to the Company that the accounting firm had discovered it had inadvertently violated PCAOB Rule 3523, relating to the independence of that firm. After the filing of the first 12b-25, the Company's accounting firm informed the Company that the accounting firm had determined to resign. Consequently, the Company is now filing this second 12b-25 (as an amendment to the first such filing) to update the disclosure relating to the Company's failure to file its Form 10-K within the prescribed time period. As before, the unforeseen difficulties relating to the filing of the Company's Form 10-K could not have been avoided without unreasonable effort and expense. The Company is presently in the process of retaining a new independent registered public accounting firm, but is uncertain when it will be able to complete the audit of its financial statements for the period ended December 31, 2018, and file its Form 10-K. For this reason, this amendment does not include a checked box in Part II of this filing. The Company is also filing a current report on Form 8-K to report the resignation of Baker Tilly Virchow Krause, LLP.

**PART IV**

**OTHER INFORMATION**

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

Paul D. Chestovich, Esq. (612) 238-2167  
(Name) (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 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.

Explanation of anticipated change: N/A

Mill City Ventures III, Ltd.

(Name of Registrant as Specified in Charter)

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

Date: April 5, 2019    By: /s/ Douglas M. Polinsky  
Douglas M. Polinsky  
Chief Executive 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).