

BIOPHAN TECHNOLOGIES INC
Form NT 10-Q
January 14, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Commission File Number: 000-26057

CUSIP Number: 09064 V105

FORM 12b-25

NOTIFICATION OF LATE FILING

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

For Period Ended: November 30, 2008

- 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 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 related 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: Biophan Technologies, Inc.

Former name if applicable: _____

Address of principal executive office (street and number): 15 Schoen Place

City, state and zip code: Pittsford, New York 14534

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.

(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 fifteenth 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.

The Company's Quarterly Report on Form 10-Q for the quarterly period ended November 30, 2008 cannot be filed within the prescribed time period because the Company requires additional time for compilation and review to insure adequate disclosure of certain information required to be included in the Form 10-Q. The Company's Quarterly Report on Form 10-Q will be filed on or before the 5th calendar day following the prescribed due date.

PART IV
OTHER INFORMATION

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

Margaret V. Russell, Chief Financial Officer, (585) 267-4800

(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 reason why a reasonable estimate of the results cannot be made.

Explanation: Biophan Technologies, Inc. expects to report a significant consolidated net loss from operations for the three month period ended November 30, 2008, as compared to the same period during the prior fiscal year. The current period loss was generated from the extinguishment of debt recorded in connection with the Company's early elimination of its Senior Secured Debt, and as a result of the dissolution of one of its majority-owned subsidiaries. The Company is unable to file by the prescribed due date as a result of accounting and reporting requirements associated with discontinued operations and is in the process of finalizing the net loss and net loss per share amounts.

Biophan Technologies, 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: January 14, 2009

By: /s/ Margaret V. Russell
Margaret V. Russell
Chief Financial Officer