

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## CAPSTONE COMPANIES, INC.

**Form: NT 10-Q**

**Date Filed: 2020-06-26**

Corporate Issuer CIK: 814926

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 12b-25  
NOTIFICATION OF LATE FILING

(Check One):

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

For Period Ended: March 31, 2020

- 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.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: N/A

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**PART I - REGISTRANT INFORMATION**

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Full Name of Registrant: Capstone Companies, Inc.

Former Name if Applicable: N/A

Address of Principal Executive Office (*Street and Number*): 431 Fairway Drive, Suite 200

City, State and Zip Code: Deerfield Beach, Florida 33441

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**PART II - RULES 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, 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.
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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.

The Company is unable to file its Quarterly Report on Form 10-Q for its three months ended March 31, 2020 by the prescribed due date without unreasonable effort or expense because the Company was unable to compile and review certain information required in order to permit the Company to file a timely and accurate report on the Company's financial condition. The inability to perform the necessary work to file on a timely basis was due to impact of COVID-19 pandemic and its disruption of the Company's business and accounting and administrative operations, especially closure of company offices, limited access to records and personnel and requirements of social distancing. This disruption continues due to increasing COVID-19 infections in the South Florida region, which is the location of Company offices and financial and accounting staff. The Company is adjusting to these new conditions and the Company anticipates being able to meet filing deadlines for future reports under the Securities Exchange Act of 1934, as amended, absent any unexpected future disruptions imposed by significant spikes in the COVID-19 pandemic infection rates in the Company's locality or infection of Company personnel with the COVID-19 coronavirus.

The Company believes that the Quarterly Report will be completed and filed within the five (5) day extension period provided under Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

Due to the outbreak and impact of the COVID-19 virus on the conduct of the Company's financial review and related work for the fiscal quarter ended March 31, 2020, by the Company, the Company filed a current report on Form 8-K with the Commission on May 6, 2020 to avail itself of an extension to file its Form 10-Q Quarterly Report for the fiscal quarter ended March 31, 2020 ("Form 10-Q"), which filing is originally due for filing with the SEC on May 15, 2020, under an order issued by the SEC under Section 36 of the Securities Exchange Act of 1934 on March 25, 2020, (SEC Release No. 34-88318) granting 45-day delayed filing relief to certain public companies affected by COVID-19 pandemic. Under SEC Guidance, companies will be permitted to rely on Rule 12b-25 if they are unable to file the required reports on or before the extended due date.

This Notification of Late Filing on Form 12b-25 contains "forward-looking statements" (within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended), including statements regarding the Company's ability to complete the filing of the Form 10-Q within the 5-day extension period and the Company's expected financial results. These statements are based on current expectations as of the date of this Notification of Late Filing on Form 12b-25 and involve a number of risks and uncertainties, which may cause results to differ materially from those indicated by these forward-looking statements. These risks include, without limitation, risks related to the Company's ability to timely complete the Form 10-Q, including the financial statements, for the fiscal quarter ended March 31, 2020, and other risks detailed in the Company's filings with the Commission, including its Annual Report on Form 10-K for the year ended December 31, 2019. Any reader of this Notification on Form 12b-25 is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Notification of Late Filing on Form 12b-25. The Company undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date of this Notification of Late Filing on Form 12b-25, except as required by applicable laws or regulations.

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**PART IV - OTHER INFORMATION**

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

James McClinton  
(Name)

(954)  
(Area Code)

570-8889, ext. 301  
(Telephone Number)

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(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: The pandemic and stay at home orders has resulted in staff working remotely which delayed the collection of information. There have been significant changes in the results of operations as compared to last year with revenue reducing by approximately 80% which has necessitated further research and disclosures. An estimate of the results at this time would not be reasonable until we have completed the evaluation and disclosures of the impact of COVID-19.

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

Date: June 26, 2020 By: /s/ James McClinton  
Name: James McClinton  
Title: Chief Financial Officer

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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 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).**

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