

MICROMEM TECHNOLOGIES INC  
Form NT 20-F  
February 27, 2017

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

SEC FILE  
NUMBER  
000-26005

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

*(Check one):*

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

For Period Ended: October 31, 2016

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.
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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**

**Micromem Technologies Inc.**

Full Name of Registrant

N/A

Former Name if Applicable

**121 Richmond Street West, Suite 304**

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

**Toronto, Ontario M5H 2K1, Canada**

City, State and Zip Code

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**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 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 compilation, dissemination and review of the information required to be presented in the Form 20-F for the period ending October 31, 2016 could not be completed and filed by Micromem Technologies Inc. without undue hardship and expense to the registrant. The Registrant is awaiting final confirmation of bridge loan documentation from several investors so as to allow it to properly measure any embedded derivative liabilities in its bridge loans. It is also finalizing its impairment tests on long-lived assets. The Registrant anticipates that it will file its Form 20-F for the period ended October 31, 2016 within the "grace" period provided by Securities Exchange Act Rule 12b-25.**

**PART IV OTHER INFORMATION**

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

**Dan Amadori**  
(Name)

**416**  
(Area Code)

**644-4361**  
(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

- (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.

**Micromem Technologies 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: February 27, 2017

By: */s/ Dan Amadori*

Dan Amadori

Title: Chief Financial Officer

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