

HPEV, INC.  
Form NT 10-K  
April 01, 2013

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

FORM 12b-25  
NOTIFICATION OF LATE FILING

Commission File Number: 000-53443

(Check one)

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

For Period Ended: December 31, 2012

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 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: HPEV, Inc.

Former Name if Applicable:

Address of Principal Executive Office (Street and Number): 27420 Breakers Drive

City, State and Zip Code: Wesley Chapel, Florida 33544



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 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 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, 10-D, N-SAR, N-CSR or the transition report or portion thereof could not be filed within the prescribed period. (Attach extra sheets if needed.)

HPEV, Inc. (the "Registrant") is unable to timely file its Annual Report on Form 10-K for the year ended December 31, 2012 (the "Form 10-K") without unreasonable effort or expense because the Registrant, which has a small accounting staff, has devoted a substantial amount of time and effort to various business matters affecting the Registrant and requires additional time to review and complete the financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations. The independent public accountants for the Registrant also require additional time to review the Form 10-K.

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PART IV  
OTHER INFORMATION

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

|                      |             |                    |
|----------------------|-------------|--------------------|
| Timothy Hassett, CEO | (813)       | 929-1877           |
| (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 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.

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HPEV, 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: April 1, 2013

By: /s/ Timothy Hassett  
Name: Timothy Hassett  
Title: Chief Executive Officer