

Fresh Traffic Group Inc.
Form NT 10-K
November 29, 2010

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

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER:000-53703
CUSIP NUMBER:35804K 109

(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: August 31, 2010

☐ 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:

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

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

PART I - REGISTRANT INFORMATION

FRESH TRAFFIC GROUP INC.
Full Name of Registrant

Former Name if Applicable

201 Portage Ave, Suite 1680
Address of Principal Executive Office (Street and Number)

Winnipeg Manitoba R3B 3K6
City, State and Zip Code

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, 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 of 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. |
- [X]

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 Form 10-K for the period ended August 31, 2010 will not be submitted by the deadline due to a situation where the workload exceeds available personnel. Certain events and activities during and subsequent to the end of the reporting period required the reallocation of time normally used for the preparation of the report. The Registrant's independent auditors will also not be able to complete their review of the financial statements prior to November 29, 2010.

PART IV – OTHER INFORMATION

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

JEREMY BOOTH	204	942-4200
(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 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? 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.

Yes ☒ No ☐ The Company has had minimal revenues of \$83 since inception, March 19, 2007, through to the end of the fiscal year ended August 31, 2010.

The Company expects to show an increase in general and administrative expenses for the fiscal year ended August 31, 2010 to \$16,075 from \$4,348 (August 31, 2009) and an increase in professional fees including accounting and consulting fee to \$136,685 for the fiscal year ended August 31, 2010 from \$23,819 (August 31, 2009) resulting in a net loss of \$157,222, as compared to a net loss of \$28,167 in the fiscal year ended August 31, 2009.

FRESH TRAFFIC GROUP 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:	November 29, 2010	By:	/s/ Jeremy Booth
		Name:	Jeremy Booth
		Title:	President

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

