

GLENAYRE TECHNOLOGIES INC

Form NT 10-K

March 16, 2007

OMB APPROVAL  
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**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  Form 10-D  Form N-SAR   
Form N-CSR

For Period Ended: December 31, 2006

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 Instruction (on back page) 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**

Glenayre Technologies, Inc.

Full Name of Registrant

Former Name if Applicable

825 8th Avenue, 23rd Floor

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

New York, New York 10019

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, 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 registrant reported on Form 8-K on March 6, 2007, that its financial statements for certain prior fiscal years would be restated to reflect additional non-cash charges for stock-based compensation expense as a result of its previously disclosed investigation of its stock option grant practices. As stated in the Form 8-K, the registrant intends to include the restated financial statements in its Form 10-K for the fiscal year ended December 31, 2006. The registrant is completing its preparation of, and its outside independent accounting firm is in the process of auditing, the Form 10-K. However, given the additional review required of the restatement and its impact on the financial statements included in the Form 10-K, the registrant is unable to file the Form 10-K by the prescribed due date of March 16, 2007 without unreasonable effort and expense.

SEC 1344 (03-05) **Persons who are to respond to the collection of information contained in this form are not required to respond**

**unless the  
form displays  
a currently  
valid OMB  
control  
number.**

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(Attach extra Sheets if Needed)

**PART IV OTHER INFORMATION**

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

Jordan Copland  
(Name)

(212)  
(Area Code)

333-8400  
(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.

As previously announced, the registrant sold substantially all the assets of its messaging business in December 2006. As a result, the financials statements included in the Form 10-K will reflect the messaging operations as discontinued operations for both current and prior year periods. Additional information about this change is available in the earnings release and related Form 8-K filed by the registrant on March 6, 2007.

Glenayre 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 March 16, 2007

By /s/ Jordan Copland

Jordan Copland  
Executive Vice President and  
Chief Financial Officer