

GRAND TOYS INTERNATIONAL LTD
Form NT 20-F
June 29, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 12b-25

Commission File Number
0-25629

NOTIFICATION OF LATE FILING

(Check One):

☐]

Form 10-K

[

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Form 11-K

[

X

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Form 20-F

[

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Form 10-Q

[

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Form N-SAR

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For Period Ended:

December 31, 2006

[

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Transition Report on Form 10-K

[

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Transition Report on Form 10-Q

[

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Transition Report on Form 20-F

[

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Transition Report on Form N-SAR

[

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Transition Report on Form 11-K

For the 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:

Grand Toys International Limited

Former name if applicable:

Address of principal executive office (*Street and number*):

Room UG 202, Chinachem Golden Plaza, 77 Mody Road, Tsimshatsui East

City, State and Zip Code:

Hong Kong SAR

Part II. Rule 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.)

☒ [X]

(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, 20-F, 11-K or Form N-SAR, 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

☐ [

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

As previously disclosed, the Company closed its Canadian operations during 2006 and consolidated its financial operations in Hong Kong. Due to this transition, there has been a delay in completing the audit of the consolidated financial statements for the year ended December 31, 2006 for Grand Toys International Limited. The Company is working closely with their auditors, BDO McCabe Lo Limited, to complete the audit as soon as possible and file the 2006 Annual Report Form 20-F.

Part IV. Other Information

(1)

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

Jeff Hsieh

(852)

2866-8323

(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).

☒ [X]

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 ☒ [X]

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.

Grand Toys International Limited

(Name of registrant as specified in charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date:

June 29, 2007

By: /s/

Jeff Hsieh Cheng

Name: Jeff Hsieh Cheng

Title: Chief Executive Officer