

PACIFICHEALTH LABORATORIES INC  
Form NT 10-K  
April 01, 2005

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 OMB APPROVAL  
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 OMB NUMBER: 3235-0058  
 EXPIRES: MARCH 31, 2006  
 ESTIMATED AVERAGE BURDEN  
 HOURS PER RESPONSE 2.50  
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 SEC FILE NUMBER  
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 CUSIP NUMBER  
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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
  
FORM 12B-25

NOTIFICATION OF LATE FILING

| | Form 10-K |X| Form 10-KSB | | Form 20-F | | Form 11-K  
| | Form 10-Q | | Form 10-QSB | | Form N-SAR | | Form N-CSR

For the period ended: DECEMBER 31, 2004

- | | Transition Report on Form 10-K
- | | Transition Report on Form 10-KSB
- | | Transition Report on Form 20-F
- | | Transition Report on Form 11-K
- | | Transition Report on Form 10-Q
- | | Transition Report on Form 10-QSB
- | | Transition Report on Form N-SAR

For the transition period ended:

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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.

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

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PART I-REGISTRANT INFORMATION

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Full Name of Registrant:	PacificHealth Laboratories, Inc.
Former Name if Applicable:	N/A
Address of Principal Executive Office (Street and Number):	100 Matawan Road, Suite 420,

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City, State and Zip Code:

Matawan, New Jersey 07747-3913

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 detail in Part III of this form could not be eliminated without unreasonable effort or expense;

[X] (b) The subject annual report, semi-annual report, transition report on Forms 10-K, 10-KSB, 20-F, 11-K or Form N-SAR, 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 10-QSB, 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 Forms 10-K, 10-KSB, 20-F, 11-K, 10-Q, 10-QSB, N-SAR or the transition report, or portion thereof, could not be filed within the prescribed time period.

The registrant was unable without unreasonable effort and expense to complete the preparation of its financial statements and schedules in sufficient time for its auditors to complete their review for the fiscal year ended December 31, 2004, before the required filing date for its Form 10-KSB. The delay is partially attributable to the changes required after the registrant was informed by representatives of General Nutrition Corporation ("GNC"), in early March, 2005, that GNC will discontinue the registrant's Nutrient Timing System ("NTS") line of strength training products. This circumstance was reported in the registrant's Current Report on Form 8-K dated March 3, 2005.

PART IV-OTHER INFORMATION

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

Stephen P. Kuchen 732 739-2900

(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?

[X] Yes | | No

If the answer is no, identify report(s).

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(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?  
| X | 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.

PACIFICHEALTH LABORATORIES, INC.  
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(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 31, 2005

By: /s/ Stephen P. Kuchen  
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Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.  
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ATTENTION

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

ATTACHMENT TO FORM 12B-25

Part (IV) (3) Anticipated Changes in Results of Operations  
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The Company expects a net loss of (\$2,415,096) or (\$0.24) per share for the year ended December 31, 2004 compared to net loss of (\$1,451,274) or (\$0.20) per share for the year ended December 31, 2003. The increase in net loss is primarily attributed to the write-off of inventory and patents associated with our NTS line of products

