

INTROGEN THERAPEUTICS INC

Form NT 10-K

March 16, 2009

SEC 1344  
(2-2002)  
Previous  
versions  
obsolete

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OMB Number: 3235-0058  
Expires: April 30, 2009  
Estimated average  
burden  
hours per response 2.50

SEC FILE  
NUMBER 000-21291

CUSIP NUMBER

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-Do  Form N-SAR   
 Form N-CSR

For Period Ended: December 31, 2008

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

For the Transition Period Ended

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

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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:

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**PART I REGISTRANT INFORMATION**

Introgen Therapeutics, Inc.

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Full Name of Registrant

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Former Name if Applicable

301 Congress Avenue, Suite 1850

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

Austin, Texas 78701

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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 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, 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 the reasons 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.

At this time, Introgen Therapeutics, Inc. ( Introgen ) is unable to timely file with the Securities and Exchange Commission (the Commission ) its annual report on Form 10-K for the fiscal year ending December 31, 2008 (the 2008 10-K ) that is due on March 16, 2009. As previously disclosed by Introgen in a current report on Form 8-K filed with the Commission on December 4, 2008, Introgen and two of its subsidiaries, Introgen Technical Services, Inc. and TMX Realty Corporation, filed voluntary petitions in the United States Bankruptcy Court for the Western District of Texas on December 3, 2008 seeking reorganization relief under the provisions of Chapter 11 of Title 11 of the United States Code. As a result of these bankruptcy proceedings, Introgen's auditors have not yet been able to prepare audited financial statements for the year 2008 that are necessary for the 2008 10-K. Currently, it is not clear when these audited financials will become available. Therefore, Introgen does not anticipate that it will be able to file this 2008 10-K at any time in the immediate future.

**PART IV OTHER INFORMATION**

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

J. David Enloe, Jr. (512) 708-9310  
\_\_\_\_\_  
(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 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. See Part III

\_\_\_\_\_  
Introgen Therapeutics, 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 13, 2009 By /s/ J. David Enloe, Jr.  
\_\_\_\_\_  
J. David Enloe, Jr., Chief Executive  
Officer and President

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.

**ATTENTION**

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

**General Instructions**

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of the public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

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5. *Electronic filers.* This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (§ 232.201 or § 232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (§ 232.13(b) of this chapter).