

Edgar Filing: Tornado Gold International Corp - Form NT 10-Q

Tornado Gold International Corp
Form NT 10-Q
November 14, 2005

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

FORM 12b-25
NOTIFICATION OF LATE FILING

SEC File # :000-50146

(Check One): () Form 10-K () Form 20-F () Form 11-K (X) Form 10-Q () Form N-SAR

For Period Ended: September 30, 2005

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- [] 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 Commissions 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:
Tornado Gold International Corp.

Former Name if Applicable:

Address of Principal Executive Office (Street and Number)
8600 Technology Way, Suite 118

City, State and Zip Code
Reno, NV 89521

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)

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- (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 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 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 the Form 10-K, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach Extra Sheets if Needed).

The Registrant hereby represents that it is unable to file its Quarterly Report on Form 10-QSB for the period ended September 30, 2005 without unreasonable effort or expense. The Company's auditor was not able to complete the review of Company's financial statements within the necessary period of time. The Registrant further represents that the Form 10-QSB will be filed by no later than the 5th day following the date on which the Form 10-QSB was due.

PART IV - OTHER INFORMATION

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

Earl W. Abbott	(775)	852-3770
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(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities and 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.

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Tornado Gold International Corp., a Nevada corporation, has caused this notification to be signed on its behalf by the undersigned, thereunto duly authorized.

November 10, 2005

Tornado Gold International Corp.
a Nevada corporation

By: Earl W. Abbott

Earl W. Abbott

Its: 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).

Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V Amount (D) Price				
Modine common stock	07/28/2005		M	4,056	A	\$ 24.6497	0	D	
Modine common stock	07/28/2005		F	2,799	D	\$ 35.71	0	D	
Modine common stock	07/28/2005		M	3,073	A	\$ 22.2091	0	D	
Modine common stock	07/28/2005		F	1,911	D	\$ 35.71	51,266.3287 <u>(1)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who 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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option	\$ 22.2091	07/28/2005		M	3,073	01/17/1996 01/17/2006	Modine common stock 3,073
Employee stock option	\$ 24.6497	07/28/2005		M	4,056	01/15/1997 01/15/2007	Modine common stock 4,056
Employee stock option	\$ 33.1306					01/21/1998 01/21/2008	Modine common stock 6,146
Employee stock option	\$ 32.4594					01/20/1999 01/20/2009	Modine common stock 6,146
Employee stock option	\$ 24.4056					01/19/2000 01/19/2010	Modine common stock 7,682
Employee stock option	\$ 22.6972					01/17/2001 01/17/2011	Modine common stock 8,195
Employee stock options	\$ 22.2384					01/16/2002 01/16/2012	Modine common stock 15,365
Employee stock option	\$ 18.0894					01/06/2003 01/06/2013	Modine common stock 8,604
Employee stock options	\$ 28.4764					01/20/2004 01/20/2014	Modine common stock 12,292

Employee stock option	\$ 30.8194	01/18/2005	01/18/2015	Modine common stock	10,653
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZAKOS DEAN R			VP, Gen. Counsel and Secretary	

Signatures

/s/D. R. Zakos 08/01/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This total includes 1,281.7094 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 594.7928 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 6,445.7891 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
- (2) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$22.75 per shares, but was adjusted to reflect the stock dividend declared by Modine on July 21, 2005 in connection with the spin off and merger of Modine's Aftermarket Business in a reverse Morris Trust transaction. As a result of the stock dividend, stock options granted by Modine were adjusted to retain their intrinsic value.
- (3) This option was previously reported as an option for 4,000 shares of common stock at an exercise price of \$25.25 per share. *See* footnote 2 for explanation.
- (4) This option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$33.9375 per share. *See* footnote 2 for explanation.
- (5) This option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$33.25 per share. *See* footnote 2 for explanation.
- (6) This option was previously reported as an option for 7,500 shares of common stock at an exercise price of \$25.00 per share. *See* footnote 2 for explanation.
- (7) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$23.25 per share. *See* footnote 2 for explanation.
- (8) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$22.78 per share. *See* footnote 2 for explanation.
- (9) This option was previously reported as an option for 8,400 shares of common stock at an exercise price of \$18.53 per share. *See* footnote 2 for explanation.
- (10) This option was previously reported as an option for 12,000 shares of common stock at an exercise price of \$29.17 per share. *See* footnote 2 for explanation.
- (11) This option was previously reported as an option for 10,400 shares of common stock at an exercise price of \$31.57 per share. *See* footnote 2 for explanation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential 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 number.