

TOT Energy  
Form NT 10-Q  
November 17, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 12b-25  
NOTIFICATION OF LATE FILING**

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

For Period Ended: September 30, 2008

- 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**

**TOT Energy, Inc.**

\_\_\_\_\_

Full name of registrant:

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Former name if applicable:

**201 S. Biscayne Blvd., Suite 2868**

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Address of principal executive office (Street and number):

**Miami, FL 33131**

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City, state and zip code

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**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 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 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, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant was not able to complete its Form 10-Q for the quarter ended September 30, 2008 on a timely basis. These delays, which could not be eliminated by the Registrant without undue effort or expense, relate to limited executive and staff resources of the Registrant and delays in the collection and compilation of certain information from foreign entities related to the preparation of the Registrant's financial statements for the period.

The registrant's Interim Report on Form 10-Q will be filed as soon as practicable, and in no event later than the fifth (5th) calendar day following the prescribed due date.

**PART IV — OTHER INFORMATION**

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

Jonathan New	(305)	913-1622
(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).  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.

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The Registrant commenced operations in the second quarter of 2008 and was a development stage company prior thereto with little or no operations. Accordingly, there were no revenues for the first six months of 2007. Revenues for the first six months of 2008 are estimated to be approximately \$309,000. Total operating expenses for the first six months of 2007 were \$39,060. Total operating expenses for the first six months of 2008 are estimated to be approximately \$2,600,000. Net loss for the first six months of 2007 was \$121,692 and the net loss for the first six months of 2008 is estimated to be \$2,562,000.

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**TOT Energy, 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: November 17, 2008

By:

/s/ Jonathan New  
Jonathan New  
Chief Financial Officer

**ATTENTION**

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

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