

SIGNATURE GROUP HOLDINGS INC
Form NT 10-K
March 31, 2011
United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 12b-25

Notification of Late Filing

(Amendment No. 0)*

OMB Number 3235-0058 **SEC File Number** 0-25049 **CUSIP Number** 33610T-10-9

Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR
 Form N-CSR

For Period Ended: December 31, 2010

(Check one): 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

Signature Group Holdings, Inc.
Full Name of Registrant

Former Name if Applicable
15303 Ventura Boulevard, Suite 1600
Address of Principal Executive Office (*Street and Number*)
Sherman Oaks, California 91403
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 reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense.

The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day

- (b) 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 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.

Signature Group Holdings, Inc. (f/k/a Fremont General Corporation, herein referred to as the "Company") has determined that it is unable to file its Annual Report on Form 10-K for the year ended December 31, 2010 (the "2010 Form 10-K") by the March 31, 2011 due date or within the fifteen calendar day extension permitted by the rules of the U.S. Securities and Exchange Commission (the "SEC").

As previously disclosed, the Company is the successor to Fremont General Corporation, which had filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Central District of California, Santa Ana Division in June 2008. The Company successfully emerged from bankruptcy proceedings on June 11, 2010 with a new management team, Board of Directors, and business plan and operating strategy. At the time that the Company emerged from bankruptcy proceedings, the Company was not current in certain of its periodic filings under the Securities Exchange Act of 1934, as amended ("1934 Act"). As of the date of this Notice of Late Filing, the Company has not yet been able to file the 2010 Form 10-K, its other Annual Reports on Form 10-K for the fiscal years ended December 31, 2007, 2008 and 2009 or its Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2008, June 30, 2008 and September 30, 2008, March 31, 2009, June 30, 2009 and September 30, 2009, March 31, 2010, June 30, 2010 and September 30, 2010 (collectively, the "Company Periodic Reports"). Since the Company's emergence from bankruptcy proceedings, the Company's new management team, under the review of the Audit Committee of the Board of Directors, has been and continues to work diligently to address the delinquent Company Periodic Reports and expects to begin filing certain of the Company Periodic Reports in the second quarter of 2011.

Part IV - Other Information

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

| | | |
|-------------|-------------|--------------------|
| Craig Noell | 805 | 435-1255 |
| (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?

Yes No

If answer is no, identify report(s).

Annual Report on Form 10-K for the fiscal year ended December 31, 2009

Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010, June 30, 2010 and September 30, 2010

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.

As more fully discussed in Part III hereof, at the time the Company successfully emerged from bankruptcy proceedings in June 2010, the Company was not current in certain of its periodic filings under the 1934 Act. Because the Company has not yet been able to file the Company Periodic Reports, management is unable to present or discuss the Company's results of operations for the year ended December 31, 2009 or for the year ended December 31, 2010. Consequently, the Company is not in a position to quantify any significant change in results of operations for the year ended December 31, 2010 as compared to the year ended December 31, 2009. The Company has entered into a number of significant transactions since it emerged from bankruptcy proceedings that were reported in the Company's Current Reports on Form 8-K previously filed with the SEC, which transactions are expected to impact the Company's financial statements for such period.

SIGNATURE GROUP HOLDINGS, 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: 03-31-2011 By /s/ Craig Noell Title: President and Chief Executive 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.

Attention

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