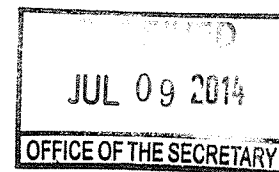


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



ADMINISTRATIVE PROCEEDING

File No. 3-15862

In the Matter of

GeNOsys, Inc.,

Respondent.

**MOTION FOR SUMMARY
DISPOSITION BY DIVISION
OF ENFORCEMENT**

INTRODUCTION

The Securities and Exchange Commission (“Commission”) initiated this matter with an Order Instituting Proceedings (“OIP”), pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”), on May 5, 2014. The Division of Enforcement (“Division”), by counsel, pursuant to Rules 154 and 250 of the Commission’s Rules of Practice, hereby moves for an order of summary disposition against Respondent GeNOsys, Inc. (“GeNOsys”) on the grounds that there is no genuine issue with regard to any material fact and the Division is entitled to summary disposition as a matter of law. The undisputed facts establish GeNOsys was required to file, but has not filed, its periodic filings with the Commission for nearly three years – from the period ended August 8, 2011, to the present. Accordingly, the Division is entitled to an order revoking each class of securities GeNOsys registered pursuant to Exchange Act § 12 as a matter of law.

BRIEF IN SUPPORT

I. STATEMENT OF FACTS

GeNOsys is a Utah corporation involved in medical research focused on the use of nitric oxide gas to treat human diseases and conditions. The common stock of GeNOsys is registered with the Commission pursuant to Exchange Act § 12(g). Until the May 5, 2014 Order of Suspension of Trading, issued in the course of this proceeding, GeNOsys stock was quoted on OTC Link operated by OTC Markets Group, Inc. (OIP ¶ II.A.1., Answer ¶ II.A.1.)

GeNOsys is delinquent in its periodic filings with the Commission, having not filed any periodic reports since filing a Form 10-Q quarterly report on November 25, 2011, for the period ending August 31, 2011. (OIP ¶ II.B.3., Answer ¶ II.B.3., Exhibit 1 (EDGAR printout) at *1.)¹ GeNOsys last filed a Form 10-K annual report with the Commission on March 15, 2011, for the year ended November 30, 2010. (*Id.*, Exhibit 1 at *2.)

GeNOsys subsequently filed a Form 12b-25, Notification of Late Filing, on February 27, 2012, indicating that the Form 10-K for the period ending November 30, 2012 would not be filed timely. In that 12b-25 filing, GeNOsys stated “The Company is in the process of completing our audited financial statements for the year end, and believes that the subject Annual Report will be available for filing on or before March 14, 2012.” (Exhibit 2 at ¶ III) That annual report was never filed. (Exhibit 1 at *1-2.)

II. ARGUMENT

A. Standards Applicable to the Division’s Summary Disposition Memo

Rule 250(a) of the Commission’s Rules of Practice permits a party to move “for summary disposition of any or all allegations of the order instituting proceedings” before a hearing, with

¹ Reference to any required filing of GeNOsys, or lack thereof, is further supported by the Commission’s public official records contained in EDGAR, of which the court may take official notice pursuant to 17 C.F.R. § 201.323.

leave of the hearing officer. 17 C.F.R. § 201.250(a). Rule 250(b) provides that a hearing officer may grant a motion for summary disposition if there is no genuine issue with regard to any material fact and the party making the motion is entitled to summary disposition as a matter of law. 17 C.F.R. § 201.250(b); *see Michael Puorro*, Initial Decision Rel. No. 253, 2004 SEC LEXIS 1348, at *3 (June 28, 2004) (citing 17 C.F.R. § 201.250 and granting motion for summary disposition); *Amalgamated Explorations, Inc.*, Initial Decision Rel. No 397, 2010 SEC LEXIS 1803, at *2 (June 3, 2010) (citing 17 C.F.R. § 201.250 and granting motion for summary disposition).

As one Administrative Law Judge explained,

By analogy to Rule 56 of the Federal Rules of Civil Procedure, a factual dispute between the parties will not defeat a motion for summary disposition unless it is both genuine and material. *See Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 247-48 (1986). Once the moving party has carried its burden, ‘its opponent must do more than simply show that there is some metaphysical doubt as to the material facts.’ *Matsushita Elec. Indus. Co. v. Zenith Radio Corp.*, 475 U.S. 574, 586 (1986). The opposing party must set forth specific facts showing a genuine issue for a hearing and may not rest upon the mere allegations or denials of its pleadings. At the summary disposition stage, the hearing officer’s function is not to weigh the evidence and determine the truth of the matter, but rather to determine whether there is a genuine issue for resolution at a hearing. *See Anderson*, 477 U.S. at 249.

Edward Becker, Initial Decision Rel. No. 252, 2004 SEC LEXIS 1135, at *5 (June 3, 2004).

The present administrative proceeding was instituted under Section 12(j) of the Exchange Act. Section 12(j) empowers the Commission to either suspend (for a period not exceeding twelve months) or permanently revoke the registration of a class of securities “if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder.” It is appropriate to grant summary disposition and revoke a registrant’s registration in a Section 12(j)

proceeding where, as here, there is no dispute that the registrant has failed to comply with Section 13(a) of the Exchange Act. See *California Service Stations, Inc.*, Initial Decision Rel. No. 368, 2009 SEC LEXIS 85 (Jan. 16, 2009); *Ocean Resources, Inc.*, Initial Decision Rel. No. 365, 2008 SEC LEXIS 2851 (Dec. 18, 2008); *Wall Street Deli, Inc.*, Initial Decision Rel. No. 361, 2008 SEC LEXIS 3153 (Nov. 14, 2008); *AIC Int'l, Inc.*, Initial Decision Rel. No. 324, 2006 SEC LEXIS 2996 (Dec. 27, 2006); *Bilogic, Inc.*, Initial Decision Rel. No. 322, 2006 SEC LEXIS 2596, at *12 (Nov. 9, 2006).

B. The Division is Entitled to Summary Disposition Against GeNOsys for Violations of Exchange Act § 13(a) and Rules 13a-1 and 13a-13 Thereunder

Exchange Act § 13(a) is the cornerstone of the Exchange Act, establishing a system for the periodic reporting of core information about issuers of securities. As the Commission has explained:

Failure to file periodic reports violates a central provision of the Exchange Act. The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they may make sound decisions. Those requirements are “the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.” Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely information upon which to make informed investment decisions.

Gateway Int'l Holdings, Inc., Securities Exchange Act of 1934 Rel. No. 53907, 2006 SEC LEXIS 1288, at *26 (May 31, 2006) quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977).

Issuers of securities registered pursuant to Exchange Act § 12 are required to file periodic and other reports with the Commission in accordance with Exchange Act § 13(a) and the rules

promulgated thereunder. “Exchange Act Rule 13a-1 requires issuers to submit annual reports, and Exchange Act Rule 13a-13 requires issuers to submit quarterly reports. No showing of scienter is necessary to establish a violation of Section 13(a) or the rules thereunder.” *St. George Metals, Inc.*, Initial Decision Rel. No. 298, 2005 SEC LEXIS 2465, at *26 (June 28, 2004); *accord Gateway Int’l Holdings, Inc.*, 2006 SEC LEXIS 1288, at *18, *22 n.28 (May 31, 2006); *Stansbury Holdings Corp.*, Initial Decision Rel. No. 232, 2003 SEC LEXIS 1639, at *15 (July 14, 2003); *Amalgamated Explorations, Inc.*, Initial Decision Rel. No. 397, 2010 SEC LEXIS 1803 (June 3, 2010). Thus, neither a change of management, the existence of a difficult accounting issue, nor the lack of an independent auditor has been found to insulate a registrant from revocation. *See Paivis Corp.*, Initial Decision Rel. No. 389, 2009 SEC LEXIS 3264, at *9 (Sept. 29, 2009); *Markland Techs., Inc.*, Initial Decision Rel. No. 364, 2008 SEC LEXIS 2850, at *13 (Dec. 15, 2008); *Nature’s Sunshine Prods., Inc.*, Initial Decision Rel. No. 337, 2007 SEC LEXIS 2610, (Nov. 8, 2007), *aff’d* Securities Exchange Act of 1934 Rel. No. 59268, 2009 SEC LEXIS 81 (Jan. 21, 2009).

GeNOsys has admitted that its last periodic report filed with the Commission was a Form 10-Q filed November 25, 2011, for the period ending August 31, 2011, and that it has not filed any periodic reports on Forms 10-K or 10-Q since that time. (OIP ¶ II.B.3., Answer ¶ II.B.3., Exhibit 1 at *1-2.) Thus, there is no genuine issue with regard to any material fact as to GeNOsys’ violations of Exchange Act § 13(a) and the rules thereunder, and the Division is entitled to summary disposition as a matter of law.

C. Revocation is the Appropriate Sanction for GeNOsys’ Serial Violations of Exchange Act § 13(a) and Rules 13a-1 and 13a-13 Thereunder

Exchange Act § 12(j) provides that the Commission may revoke or suspend a registration of a class of an issuer’s securities where it is “necessary or appropriate for the protection of

investors.” The Commission’s determination of which sanction is appropriate “turns on the effect on the investing public, including both current and prospective investors, of the issuer’s violations, on the one hand, and the Section 12(j) sanctions on the other hand.” *Gateway Int’l Holdings, Inc.*, 2006 SEC LEXIS 1288, at *19-20 (May 31, 2006).

In making this determination, the Commission has said it may consider, among other things: (1) the seriousness of the issuer’s violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer’s efforts to remedy its past violations and ensure future compliance; and (5) the credibility of the issuer’s assurances, if any, against future violations. *Id.*; *see also Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979) (setting forth the public interest factors that informed the Commission’s *Gateway* decision). Although no one factor is controlling, the Commission has stated that it views the “recurrent failure to file periodic reports as so serious that only a strongly compelling showing with respect to the other factors we consider would justify a lesser sanction than revocation.” *Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864, 2008 SEC LEXIS 1197, at *27 (May 23, 2008).

In circumstances analogous to the instant case, the Division sought summary disposition in a Section 12(j) proceeding where there was no dispute that the respondent was delinquent in its periodic filings. *See Bilogic, Inc.*, Initial Decision Rel. No. 322, 2006 SEC LEXIS 2596, at *12 (Nov. 9, 2006). The respondent in *Bilogic* argued that it was making efforts to bring its filings current and made assurances that it would comply in the future. In *Bilogic*, the Court found, however, that there was no genuine dispute of any fact material to the application of the *Gateway* factors and, accordingly, issued an order revoking the respondent’s registrations,

holding the remedy was appropriate as a matter of law. *Id.* at *12-18. The same analysis applies here, and confirms that revocation of GeNOsys' securities is appropriate.

1. GeNOsys Section 13(a) violations are egregious.

As established by the record in this proceeding, the violative conduct of GeNOsys is serious. At the time this proceeding commenced GeNOsys was over two years in arrears in its periodic reports. Since the commencement of this proceeding, GeNOsys has made no visible progress toward the fulfillment of its reporting obligations. Given the central importance of the reporting requirements imposed by Section 13(a) and the rules thereunder, courts have repeatedly found violations of these provisions of similar, and even lesser, duration to be egregious. *See Nature's Sunshine Prods., Inc.*, Initial Decision Rel. No. 337, 2007 SEC LEXIS 2610, (Nov. 8, 2007), *aff'd* Securities Exchange Act of 1934 Rel. No. 59268, 2009 SEC LEXIS 81 (Jan. 21, 2009) (respondent failed to file seven periodic reports over two-year period); *Freedom Golf Corp.*, Initial Decision Rel. No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (respondent's failure to file periodic reports for less than one year was egregious violation).

2. GeNOsys' violations of Section 13(a) have been not just recurrent, but continuous.

GeNOsys violations are not unique and singular, but continuous. GeNOsys has now failed to file eleven consecutive periodic reports. Through over two and a half years of delinquency, GeNOsys has filed only one Form 12b-25, for the first delinquent, still absent, filing. *Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792 at *6 (Nov. 24, 2003) (delinquent issuer's actions were found to be egregious and recurrent where there was no evidence that any extension to make the filings was sought).

3. GeNOsys' degree of culpability supports revocation.

Because GeNOsys' violations were serious and recurring, they also involve a high degree of culpability. In *Gateway*, the Commission stated that, in determining the appropriate sanction in connection with an Exchange Act Section 12(j) proceeding, one of the factors it will consider is "the degree of culpability involved." Culpability in this context is not tantamount to scienter. The Commission found that the delinquent issuer in *Gateway* "evidenced a high degree of culpability," because it "knew of its reporting obligations, yet failed to file" its periodic reports. *Gateway Int'l Holdings, Inc.*, 2006 SEC LEXIS 1288, at *21 (May 31, 2006); *see also Circadian, Inc.*, Initial Decision Rel. No. 423, 2003 SEC LEXIS 2792, at *5 (Nov. 24, 2003).

In the present matter, GeNOsys admitted knowledge of its reporting obligations through four notifications of late filing (Form 12b-25), one of which related to a Form 10-K which has still not been filed. GeNOsys' most recent Form 12b-25, filed February 27, 2012, for the annual period ending November 30, 2011, says "[t]he Company is in the process of completing our audited financial statements for the year end, and believes that the subject Annual Report will be available for filing on or before March 14, 2012." (Exhibit 2 ¶ III.) Despite GeNOsys' Form 12b-5 representation, and the passage of two years, the subject Form 10-K has not yet been filed. (Exhibit 1 at *1-2.) As these filings attest, GeNOsys was fully aware of its filing obligations, yet failed to file its periodic reports. Thus, it is culpable within the meaning of *Gateway*, in the context of this Section 12(j) proceeding. *See Appiant Techs., Inc.*, Initial Decision Rel. No. 407, 2010 SEC LEXIS 3897, at *12 (Nov. 22, 2010) ("Concerning culpability, the record shows that [respondent] knew of its reporting obligations but failed to comply with them."); *see also Chemfix Techs., Inc.*, Initial Decision Rel. No. 378, 2009 SEC LEXIS 2056, at *20 (May 15, 2009).

4. GeNOsys failed to remedy its past violations and cannot ensure future compliance.

GeNOsys has not become current in its periodic filing obligations and has made no attempt to do so by way of submitting its overdue filings. A 12(j) proceeding “is not an extension of time to file delinquent reports or correct filing deficiencies as sometimes occurs during the normal filing process.” *See Bio-Life Labs, Inc, et al.*, Initial Decision Rel. No. 424, 2011 SEC LEXIS 2546, at *9 (July 25, 2011), *aff’d Calais Resources, Inc.*, Securities Exchange Act of 1934 Rel. No. 34-67312, 2012 SEC LEXIS 2023, (June 29, 2012).

During the pendency of this proceeding, GeNOsys has remained delinquent on periodic filings and has not disclosed anything resembling a specific plan of compliance. To the extent GeNOsys now seeks to belatedly demonstrate its efforts to return to compliance and to assure future compliance, evidence of such efforts is and has been uniquely within the company’s possession and control. *Aqua Society, Inc.*, Initial Decision Rel. No. 439, 2011 SEC LEXIS 3878, at *4 (Nov. 3, 2011) (“Aqua had multiple opportunities . . . to demonstrate in detail its efforts to remedy its delinquent filings as well as to assure future compliance. Evidence of such efforts is entirely in Aqua’s possession. . . .”). The Respondent had numerous opportunities to explain any plan to come into compliance in notifications of delinquent filings prior to the institution of these proceedings, but did not do so.

GeNOsys has never disclosed to the Commission or investors when, specifically, it will retain a new auditor or when the audit process will be completed. It was only after initiation of this proceeding, when the company became faced with revocation, that it made any mention of an effort to retain an auditor and come into compliance with periodic reporting requirements.

(Answer ¶ II.B.4.)

GeNOsys has proven incapable of meeting the periodic reporting requirements promulgated under Section 13(a), remains noncompliant, and cannot presently ensure future compliance.

5. GeNOsys' assurances against future violations are not credible.

As discussed above, there are many reasons to discredit GeNOsys' assurances against future violations of Section 13(a). Additionally, GeNOsys' ongoing violations of Exchange Act § 13(a) and the rules thereunder also raise an inference it will engage in future violations. Indeed, the likelihood of future violations can be inferred from a single past violation, including the very violation that led to the enforcement action. *See KPMG Peat Marwick LLP*, Securities Exchange Act of 1934 Rel. No. 44050, 2001 SEC LEXIS 422, at *21-22 (Mar. 8, 2001) (finding the risk of future violation “need not be very great to warrant issuing a cease-and-desist order and that in the ordinary case and absent evidence to the contrary, a finding of past violation raises a sufficient risk of future violation.”)

GeNOsys' disregard for reporting requirements leads to a reasonable inference that its assurances are not credible. Past assurances from the company have yielded no progress toward compliance. GeNOsys' last filed Form 12b-25 stated the related Form 10-K would be filed within fifteen days; that Form 10-K is now over twenty-eight months delinquent. (Exhibit 2 ¶ III., Exhibit 1 at *1-2.) GeNOsys' response to the OIP says compliance could “potentially” be achieved in six to nine months. (Answer ¶ II.B.4.) Despite this contention, GeNOsys has forwarded no concrete evidence of how it proposes to remedy its filing deficiencies. Given GeNOsys' past failure to meet commitments it has affirmatively made in filings, the vague prediction that compliance may be possible in “six to nine months” offers little hope of providing useful information to investors in the foreseeable future. It is unreasonable to rely on any

assurances from the Respondent against future violations of Section 13(a) and the rules thereunder at this time.

D. Revocation is the Appropriate Remedy for GeNOsys' Section 13(a) Violations.

As discussed above, a full analysis of the *Gateway* factors establishes that revocation is the appropriate remedy for GeNOsys' violations of its periodic reporting obligations. GeNOsys' failure to file its periodic reports has not been outweighed by "a strongly compelling showing with respect to the other factors" which "would justify a lesser sanction than revocation." *Impax Laboratories, Inc.*, Rel. No. 34-57864, 2008 SEC LEXIS 1197, at *27 (May 23, 2008).

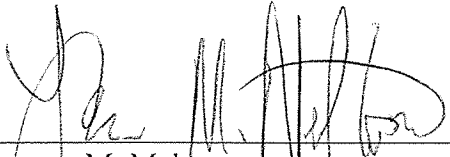
Revocation will not be overly harmful to GeNOsys' business operations, finances, or shareholders. Revocation will not cause GeNOsys to cease the existence it knew before the sanction. The remedy instead will ensure that, until GeNOsys is able to provide the investing public with the type of disclosures contemplated by the Exchange Act, its shares cannot trade publicly on the open market (but may be traded privately). *See Eagletech Communications, Inc.* Securities Exchange Act of 1934 Rel. No. 54095, 2006 SEC LEXIS 1534, at *9 (Jul. 5, 2006) (revocation would lessen, but not eliminate, shareholders' ability to transfer their securities).

Revocation in this instance is necessary and appropriate to protect investors, and will further the public interest by reinforcing the importance of full and timely compliance with the Exchange Act's reporting requirements.

III. CONCLUSION

For the reasons set forth above, the Division respectfully requests that the Administrative Law Judge grant the Division's Motion for Summary Disposition and revoke the registration of each class of GeNOsys' securities registered under Exchange Act § 12.

Respectfully submitted this 8th day of July, 2014.



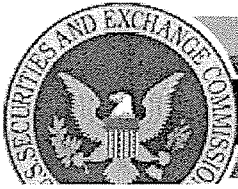
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Salt Lake City, UT 84101
Telephone: (801) 524-5796

EXHIBITS

1: EDGAR Printout

2: GeNOsys' February 27, 2012 Form 12b-25

Exhibit 1



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GeNOsys, Inc. CIK#: 0001145328 (see all company filings)

SIC: 2810 - INDUSTRIAL INORGANIC CHEMICALS
 State location: UT | State of Inc.: UT | Fiscal Year End: 1130
 formerly: AUTOLINE GROUP INC (filings through 2005-11-02)
 (Assistant Director Office: 6)
 Get insider transactions for this issuer.

Business Address
 167 SOUTH OREM
 BLVD.
 OREM UT 84058
 801-319-2324

Mailing Address
 167 SOUTH OREM
 BLVD.
 OREM UT 84058

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Items 1 - 40

Filings	Format	Description	Filing Date	File/Film Number
8-K	Documents	Current report, items 1.01 and 9.01 Acc-no: 0001548123-14-000243 (34 Act) Size: 76 KB	2014-06-13	000-49817 14910035
8-K	Documents	Current report, item 5.02 Acc-no: 0001548123-13-000383 (34 Act) Size: 7 KB	2013-09-26	000-49817 131115742
8-K	Documents	Current report, item 5.02 Acc-no: 0001548123-13-000360 (34 Act) Size: 7 KB	2013-08-28	000-49817 131066761
8-K	Documents	Current report, item 5.02 Acc-no: 0001548123-13-000358 (34 Act) Size: 7 KB	2013-08-22	000-49817 131055323
8-K	Documents	Current report, item 5.02 Acc-no: 0001548123-13-000244 (34 Act) Size: 7 KB	2013-06-05	000-49817 13896059
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001010412-12-000045 (34 Act) Size: 10 KB	2012-02-27	000-49817 12641734
DEF 14A	Documents	Other definitive proxy statements Acc-no: 0001010412-12-000043 (34 Act) Size: 122 KB	2012-02-21	000-49817 12625774
PRE 14A	Documents	Other preliminary proxy statements Acc-no: 0001010412-12-000032 (34 Act) Size: 122 KB	2012-02-10	000-49817 12589088
10-Q	Documents	Interactive Data Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-11-000703 (34 Act) Size: 1 MB	2011-11-25	000-49817 111226540
8-K	Documents	Current report, item 5.02 Acc-no: 0001010412-11-000698 (34 Act) Size: 7 KB	2011-11-23	000-49817 111225696
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001010412-11-000547 (34 Act) Size: 10 KB	2011-10-17	000-49817 111143470
8-K	Documents	Current report, items 1.01 and 9.01 Acc-no: 0001010412-11-000534 (34 Act) Size: 151 KB	2011-10-06	000-49817 111129198
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-11-000357 (34 Act) Size: 296 KB	2011-07-15	000-49817 11971034
8-K	Documents	Current report, items 5.02 and 9.01 Acc-no: 0001010412-11-000345 (34 Act) Size: 13 KB	2011-07-07	000-49817 11955574

10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-11-000157 (34 Act) Size: 232 KB	2011-04-14	000-49817 11759531
10-K	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001010412-11-000100 (34 Act) Size: 545 KB	2011-03-15	000-49817 11689137
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001010412-11-000037 (34 Act) Size: 10 KB	2011-02-15	000-49817 11612998
8-K	Documents	Current report, items 5.02 and 9.01 Acc-no: 0001010412-11-000004 (34 Act) Size: 14 KB	2011-01-11	000-49817 11522053
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-10-000292 (34 Act) Size: 299 KB	2010-10-15	000-49817 101125428
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-10-000185 (34 Act) Size: 297 KB	2010-07-15	000-49817 10954248
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-10-000095 (34 Act) Size: 227 KB	2010-04-14	000-49817 10750124
10-K	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001010412-10-000038 (34 Act) Size: 532 KB	2010-03-01	000-49817 10644258
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-09-000238 (34 Act) Size: 208 KB	2009-10-15	000-49817 091120894
SC 13D	Documents	General statement of acquisition of beneficial ownership Acc-no: 0001020488-09-000068 (34 Act) Size: 33 KB	2009-08-13	005-80936 091011490
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-09-000154 (34 Act) Size: 197 KB	2009-07-14	000-49817 09943282
UPLOAD	Documents	[Cover] SEC-generated letter Acc-no: 0000000000-09-019429 Size: 40 KB	2009-04-14	
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-09-000068 (34 Act) Size: 169 KB	2009-04-14	000-49817 09748302
10-K/A	Documents	[Amend][Cover] Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001010412-09-000066 (34 Act) Size: 35 KB	2009-04-13	000-49817 09746504
UPLOAD	Documents	[Cover] SEC-generated letter Acc-no: 0000000000-09-014564 Size: 63 KB	2009-03-23	
10-K	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001010412-09-000039 (34 Act) Size: 425 KB	2009-03-16	000-49817 09684292
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001010412-09-000031 (34 Act) Size: 9 KB	2009-02-26	000-49817 09636933
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-08-000291 (34 Act) Size: 204 KB	2008-10-14	000-49817 081122572
8-K	Documents	Current report, items 7.01 and 9.01 Acc-no: 0001010412-08-000270 (34 Act) Size: 591 KB	2008-09-10	000-49817 081065903
8-K	Documents	Current report, items 7.01 and 9.01 Acc-no: 0001010412-08-000220 (34 Act) Size: 12 KB	2008-08-01	000-49817 08982847
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-08-000195 (34 Act) Size: 191 KB	2008-07-15	000-49817 08953089
8-K	Documents	Current report, items 1.01 and 9.01 Acc-no: 0001010412-08-000175 (34 Act) Size: 14 KB	2008-06-24	000-49817 08913482
REGDEX	Documents	[Paper] Notice of Sale of Securities [Regulation D and Section 4(6) of the Securities Act of 1933], item 06 Acc-no: 9999999997-08-028850 (34 Act) Size: 1 KB	2008-06-16	021-81167 08051519
SC 13D	Documents	General statement of acquisition of beneficial ownership Acc-no: 0001010412-08-000168 (34 Act) Size: 18 KB	2008-06-16	005-80936 08900292
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-08-000111 (34 Act) Size: 154 KB	2008-04-14	000-49817 08754168
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001010412-08-000048 (34 Act) Size: 338 KB	2008-02-28	000-49817 08651148

Next 40

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Modified 03/14/2012

Exhibit 2

NT 10-K 1 k12b25.htm REQUEST FOR AN EXTENSION OF TIME TO FILE OUR ANNUAL REPORT ON FORM 10K FOR THE YEAR ENDED NOVEMBER 30, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER 000-49817
CUSIP NUMBER 37244A 10 5

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

For the Period Ended November 30, 2011.

- 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 _____

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

Full Name of Registrant:	GeNOsys, Inc.
Former Name if Applicable:	N/A
Address of Principal Executive Office:	86 N. University Ave., Suite 400 Provo, Utah 84601

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, Form 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 portion thereof will be filed on or before the fifth calendar day following the prescribed due date.
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

The Company is in the process of completing our audited financial statements for the year end, and believes that the subject Annual Report will be available for filing on or before March 14, 2012.

PART IV - OTHER INFORMATION

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

Keith L. Merrell
GeNOsys, Inc.
86 N. University Ave., Suite 400
Provo, UT 84601

(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.

GeNOsys, Inc. has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: 2/27/2012

By: /s/Dale L. Fillmore
Dale L. Fillmore
Chief Executive Officer