

IDENTIVE GROUP, INC.
Form NT 10-K/A
March 15, 2012

SEC File Number: 000-29440

CUSIP Number: 45170X106

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 12b-25/A

(Amendment No. 1)

NOTIFICATION OF LATE FILING

(Check one) Form 10-K Form 20-F Form 11-K Form 10-Q

Form 10D Form N-SAR Form N-CSR

For period ended **December 31, 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

Identive Group, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

1900-B Carnegie Avenue

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

Santa Ana, California 92705

City, State and Zip Code

PART II

RULE 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;
- x (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 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

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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 of portion thereof, could not be filed within the prescribed time period.

On March 14, 2012, the Registrant filed a Form 12b-25 disclosing that it is unable to complete the preparation of its Annual Report on Form 10-K for the year ended December 31, 2011 within the prescribed time period. This Amendment No. 1 amends and replaces the previous narrative disclosure to provide additional information regarding the reasons for the delay as follows:

The Registrant is unable to complete the preparation of its Annual Report on Form 10-K for the year ended December 31, 2011 within the prescribed time period because it experienced unforeseen delays in the collection and compilation of certain financial and other related data to be included in the report and the associated audited financial statements and notes, in particular with regard to Section 404(b) of the Sarbanes-Oxley Act (Section 404). Pursuant to Section 404, management is required to make an assessment of the effectiveness of internal controls over financial reporting. Because of the increase in the Registrant s market capitalization, 2011 is the first year in which the Registrant s management and its independent auditor are required to perform this evaluation. As a result, the Registrant s financial reporting compliance requirements have been significantly expanded compared with prior years. The Registrant requires more time for management to finalize the financial statements and complete its internal control assessment and to provide the independent auditors with additional time to complete their audits. Preparing the financial statements and related information and completing the internal control evaluation could not have been completed in a timely manner without unreasonable effort or expense. The Registrant is working diligently to finalize this data and anticipates filing its Annual Report on Form 10-K for the year ended December 31, 2011 within the prescribed period allowed by Rule 12b-25.

PART IV

OTHER INFORMATION

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

Melvin Denton-Thompson
(Name)

(949)
(Area Code)

250-8888
(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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Identive Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date **March 15, 2012**

By: **/s/ Melvin Denton-Thompson**
Name: **Melvin Denton-Thompson**
Title: **Chief Financial Officer**

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations (*see* 18 U.S.C. 1001).