

Edgar Filing: China Natural Gas, Inc. - Form NT 10-K

China Natural Gas, Inc.
Form NT 10-K
March 29, 2012

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

OMB APPROVAL
OMB Number:K235-0058
Expires: May 31, 2012

FORM 12b-25

Estimated average burden hours per responseJ.50

NOTIFICATION OF LATE FILING SEC FILE NUMBER
000 1120830

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

CUSIP
NUMBER
168910206

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: _____

Read attached instruction sheet 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

Full Name of Registrant

China Natural Gas, Inc.
Former Name if Applicable

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

19th Floor, Building B, Van Metropolis

Tang Yan Road, Hi-Tech Zone

City, State and Zip Code

Xian, Shaanxi Province, People's Republic of China

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;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 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

State below in reasonable detail the reasons 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.

The annual report of China Natural Gas, Inc. (the "Company") on Form 10-K for the fiscal year end December 31, 2011 (the "2011 Annual Report"), could not be filed within the prescribed time period because the significant decrease in the Company's stock price during the third and fourth quarters of 2011 led Management to believe that the Company was a non-accelerated filer, rather than an accelerated filer, with respect to the filing deadline for its 2011 Annual Report. As a result, the Company believed that it had until March 30, 2012 to file its 2011 Annual Report. Management has come to understand that it was still an accelerated filer as of December 31, 2011 and will now need to include all 3 years of required financial information in its 2011 Annual Report.

PART IV
OTHER INFORMATION

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

| | | |
|----------------------------|-------------|--------------------|
| Mitchell S. Nussbaum, Esq. | 212 | 407-4159 |
| (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 reports) been filed? If 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.

2011 revenues were approximately \$106,178,398 compared to \$71,367,502 in 2010. 2011 net income was approximately \$15,261,932 compared to \$17,220,372 in 2010. Basic and diluted earnings per share was approximately \$0.71 and \$0.71, respectively, in 2011 compared to \$0.81 and \$0.80, respectively, in 2010.

China Natural Gas, Inc.
(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

By: /s/ Bode Xu

Date: March 29, 2012 Name: Bode Xu

Title: Chief Financial 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).**