

SUNLINK HEALTH SYSTEMS INC
Form NT 10-Q
May 16, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One) ☐ Form 10-K ☐ Form 20-F ☐ Form 11-K ☒ Form 10-Q

☐ Form 10-D ☐ Form N-SAR ☐ Form N-CSR

For Period Ended: March 31, 2012

- ☐ 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: N/A

PART I REGISTRANT INFORMATION

SunLink Health Systems, Inc.

(Full Name of Registrant)

N/A

(Former Name if Applicable)

900 Circle 75 Parkway, Suite 1120

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

Atlanta, Georgia 30339

(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 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 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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The Company has not been able to timely file its Quarterly Report on Form 10-Q because the Company is in the process of finalizing amended filings for its Annual Report on Form 10-K for the fiscal year ended June 30, 2011 and its Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2011, September 30, 2011 and December 31, 2011. On May 8, 2012, the Company filed a Form 8-K reporting Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review. On May 7, 2012, the Board of Directors and Audit Committee of SunLink Health Systems, Inc. concluded that the financial statements for the fiscal year ended June 30, 2011 and for the quarterly periods ended March 31, 2011, September 30, 2011 and December 31, 2011 should no longer be relied upon in light of the SEC's requirement that Medicare and Medicaid incentive payments for implementation of electronic health records technology be accounted for on the basis of the gain contingency accounting model rather than a grant based accounting model as employed by SunLink with respect to such payments in fiscal quarters ending prior to December 31, 2011. As a result, the Company is restating its financial statements for such periods.

PART IV OTHER INFORMATION

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

Mark J. Stockslager
(Name)

770
(Area Code)

933-7003
(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

Yes, subject to prior filings identified above for which amendments will be filed.

- (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.

SunLink Health Systems, 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 **May 16, 2012**

By **Mark J. Stockslager**
Mark J. Stockslager

Chief Financial Officer