

AMERICAN COMMUNITY PROPERTIES TRUST  
Form NT 10-Q  
May 15, 2009

UNITED STATES	OMB APPROVAL
SECURITIES AND EXCHANGE	OMB
COMMISSION	Number: 3235-0058
Washington, D.C. 20549	Expires: May 31, 2009
	Estimated average burden
	hours per response ...
FORM 12b-25	2.50

NOTIFICATION OF LATE FILING    SEC FILE NUMBER

CUSIP NUMBER  
02520N106

(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, 2009

- ☐ 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

American Community Properties Trust  
Full Name of Registrant

N/A  
Former Name if Applicable

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222 Smallwood Village Center  
Address of Principal Executive Office (Street and Number)

St. Charles, MD 20602  
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 report 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, N-SAR, or the transition report portion thereof, could not be filed within the prescribed time period.

We are unable to file our Quarterly Report on Form 10-Q for the period ended March 31, 2009, by the due date of May 15, 2009, without unreasonable effort or expense. The Form 10-Q will be filed by May 22, 2009, five calendar days from the due date. Our inability to file the Form 10-Q by the due date relates to a change in circumstances with respect to two material contracts to which we were a party pursuant to which we had agreed to sell certain properties. These two contracts were recently terminated by the purchasers, requiring the Company, with the assistance of our accountants, to reevaluate how the subject assets are valued. This reevaluation and the related internal approvals required to ensure an accurate and complete filing under our system of internal control over financial reporting are not capable of being completed by this evening.

(Attach extra Sheets if Needed)

PART IV — OTHER INFORMATION

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

MATTHEW M. MARTIN  
(Name)

(301)  
(Area Code)

843-8600  
(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 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.

American Community Properties Trust  
(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 15, 2009

By: /s/ Matthew M. Martin  
MATTHEW M. MARTIN  
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)

#### GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

5. Electronic filers. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T.