

QEP CO INC  
Form NT 10-Q  
January 15, 2009

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

OMB APPROVAL  
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**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: November 30, 2008

- 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**

**Q.E.P. Co., Inc.**  
Full Name of Registrant

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Former Name if Applicable

**1001 Broken Sound Parkway, NW, Suite A**  
Address of Principal Executive Office (*Street and Number*)

**Boca Raton, FL 33487**  
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 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, 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.

SEC 1344 (05-06)

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**PART III NARRATIVE**

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

As reported in the Form 8-K filed on January 13, 2009, the Company has breached two of its financial covenants under its credit facility. Since January 7, 2009, the date the Company determined that these covenants had been violated, the Company has dedicated significant personnel, time and resources to negotiations with the lenders, which are currently ongoing, as the Company seeks purposeful resolution. The Form 10-Q for the quarterly period ended November 30, 2008 could not be filed within the prescribed time period because the Company personnel who have been negotiating with the lenders need additional time to complete the discussions with the lenders, review all relevant information and to ensure adequate disclosure of information required to be included in the Form 10-Q. The delay could not be cured without unreasonable effort or expense. The Company expects to file the Form 10-Q no later than the fifth calendar day following the prescribed due date.

**PART IV OTHER INFORMATION**

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

**Richard A. Brooke, Senior Vice President and  
Chief Financial Officer**  
(Name)

**561**  
(Area Code)

**994-5550**  
(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.

The Company expects to report a significant change in earnings for the three and nine month periods ended November 30, 2008 compared to the same periods in the prior year, primarily as a result of current global economic conditions, including reduced consumer spending and the continued deterioration of the residential and commercial building and improvement markets.

**Q.E.P. CO., 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 January 15, 2009

By /s/ Lawrence P. Levine  
Lawrence P. Levine  
Senior Vice President and General Counsel

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

SEC 1344 (05-06)

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