

BIOLARGO, INC.
Form NT 10-K
March 31, 2008

U.S.

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): Form 10-K and Form 10-KSB Form 20-F Form 11-K Form 10-Q and Form 10-QSB Form N-SAR

For Period Ended: December 31, 2007

- 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

BIOLARGO, INC.
Full Name of Registrant

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Former Name if Applicable

2603 MAIN STREET, SUITE 1155
Address of Principal Executive Office (*Street and Number*)

IRVINE, CA 92614
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)

- x (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, 11-K or Form N-SAR, 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 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 Form 10-K and Form 10-KSB, 20-F, 11-K, Form 10-Q and Form 10-QSB, N-SAR, or the transition report or portion thereof could not be filed within the prescribed period.

(Attach Extra Sheets if Needed)

The Company is unable to file its report on Form 10-KSB without undue burden or expense to the Company primarily because of its small size and limited resources.

PART IV - OTHER INFORMATION

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

Lance Jon Kimmel
(Name)

310
(Area Code)

557-3059
(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.

The Registrant anticipates that its net loss for the fiscal year ended December 31, 2007 will be approximately \$5,259,000, compared to a net loss of \$1,525,000 for the fiscal year ended December 31, 2006. This increase in loss is primarily attributable to significant increases in expenses during 2007. Specifically, the Registrant anticipates that selling, general and administrative expenses for the twelve-month period ended December 31, 2007 will have increased to approximately \$2,995,000, compared to \$1,633,000 for the twelve-month period ended December 31, 2006, as a result of increased salary expense related to stock options and legal expenses related to completing the acquisition of assets from IOWC and related to its efforts to obtain additional financing. Additionally, the Registrant anticipates that interest expense for the twelve-month period ended December 31, 2007 will have increased to approximately \$1,564,000, compared to \$559,000 for the twelve-month period ended December 31, 2006, primarily as a result of the amortization of the value of warrants issued in conjunction with our convertible notes and additional accrued interest related to the outstanding convertible notes. The Registrant further anticipates that amortization expense for the twelve-month period ended December 31, 2007 will have increased to approximately \$738,000, compared to \$0 for the twelve-month period ended December 31, 2006, primarily as a result of the amortization of the value of the assets acquired during 2007. The increase in the loss for the twelve-month period ended December 31, 2007 is also attributable to the fact that there were no offsetting expense reductions which occurred in the twelve-month period ended December 31, 2006. and reduced the loss reported for that year. These expense reductions were in

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other accrued liabilities totaling \$577,000 and a reversal of related party debt totaling approximately \$220,000.

BIOLARGO, 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: March 31, 2008

By: /s/ Dennis Calvert
Name: Dennis Calvert
Title: President