

ADVANCED DRAINAGE SYSTEMS, INC.
Form NT 10-Q
August 10, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File Number 001-36557

CUSIP Number 00790R 104

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

Form N-SAR Form N-CSR

For Period Ended: June 30, 2016

- 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 the 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

Advanced Drainage Systems, Inc.

Full Name of Registrant

4640 Trueman Boulevard

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

Hilliard, Ohio 43026

City, State and Zip Code

PART II

RULE 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, 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 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, N-SAR, N-CSR or the transition report or portion thereof, could not be filed within the prescribed time period.

Advanced Drainage Systems, Inc. (the Company) is unable to file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 (the Quarterly Report) within the prescribed time period without unreasonable effort or expense for the reasons further described below.

As previously reported, the Company was unable to timely file its Annual Report on Form 10-K for the fiscal year ended March 31, 2016 (the Fiscal 2016 Form 10-K) within the prescribed time period. Significant management time and resources have been focused on the completion of the fiscal year 2016 audit, along with the preparation of the Fiscal 2016 Form 10-K. The time and resources necessary to complete the fiscal year 2016 audit and to prepare the Fiscal 2016 Form 10-K prevented the Company from commencing its quarter-end financial closing process for the quarter ended June 30, 2016 in a timely manner, which has delayed the completion of the preparation and filing of the Quarterly Report within the prescribed time period. As a result, the Company cannot, without unreasonable effort or expense, file the Quarterly Report on or prior to the prescribed due date of August 9, 2016. The Company intends to file the Quarterly Report as soon as reasonably practicable after filing the Fiscal 2016 Form 10-K; however, at this time the Company anticipates that it will not be able to file the Quarterly Report within the extension period of five calendar days provided under Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

PART IV

OTHER INFORMATION

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

Joseph A. Chlapaty
(Name)

(614) 658-0050
(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 report(s) been filed? If the answer is no, identify report(s). Yes No

The Company has not filed its Annual Report on Form 10-K for the fiscal year ended March 31, 2016.

- (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

Special Note Regarding Forward Looking Statements

This Form 12b-25 contains statements that may be deemed to be forward-looking within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the Company's statements regarding the anticipated timing of filing of its Fiscal 2016 Form 10-K and its Quarterly Report. These statements are not historical facts but rather are based on the Company's current expectations, estimates and projections regarding the Company's business, operations and other factors relating thereto. Words such as may, will, could, would, should, anticipate, predict, potential, continue, expects, intends, estimates and similar expressions are used to identify these forward-looking statements. Factors that could cause actual results to differ from those reflected in forward-looking statements include, but are not limited to, uncertainties related to accounting issues generally and other risks and uncertainties described in the Company's filings with the SEC. New risks and uncertainties emerge from time to time and it is not possible for the Company to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Form 12b-25. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the Company's expectations, objectives or plans will be achieved in the timeframe anticipated or at all. Investors are cautioned not to place undue reliance on the Company's forward-looking statements and the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Advanced Drainage Systems, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 10, 2016

By: /s/ Scott A. Cottrill
Scott A. Cottrill
Executive Vice President and Chief Financial Officer