

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: **December 31, 2019**

- 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

Odyssey Semiconductor Technologies, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

9 Brown Road

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

Ithaca, NY 14850

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.

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.

The Registrant is unable, without unreasonable effort or expense, to file its Special Financial Report on Form 10-K for the year ended December 31, 2019 (the "Annual Report") pursuant to Rule 15d-2 under the Securities Exchange Act of 1934, as amended, by the filing due date of May 14, 2020 because of an unanticipated delay experienced by the Registrant in completing its financial statements for the year ended December 31, 2019. The Registrant anticipates to file the Annual Report no later than the fifteenth 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

Alex Behfar
(Name)

607
(Area Code)

351-9768
(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

The Annual Report, originally due on May 14, 2020, will be the first periodic report that the Registrant is filing under the Exchange Act. In addition, the Registrant is required to file a Quarterly Report on Form 10-Q for period ended March 31, 2020 (the "Quarterly Report"), which is due on May 15, 2020, on which date the Registrant filed a Current Report on Form 8-K to avail itself of a 45-day extension to file the Quarterly Report relying on an order issued by the Commission on March 25, 2020 (Release No. 34-88465).

(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.

Odyssey Semiconductor Technologies, Inc.
(Name of Registrant as Specified in Charter)

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

Odyssey Semiconductor Technologies, Inc.

Date: May 15, 2020

By : /s/ Alex Behfar

Name: Alex Behfar

Title: Executive Chairman and Acting Chief
Executive Officer