

ASCENDIA BRANDS, INC.  
Form NT 10-K  
June 12, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

SEC FILE NUMBER	033-25900
CUSIP NUMBER	043509108

Form 10-K     Form 20-F     Form 11-K     Form 10-Q     Form NSAR     Form N-CSR

For the period ended: **February 29, 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 NSAR

For the transition period ended:

*Read attached Instruction Sheet 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 related to a portion of the filing checked above, identify the item(s) to which notification relates:

**Part I-Registrant Information**

Full name of Registrant: Ascendia Brands, Inc.  
Former name if Applicable:  
Address of Principal Executive Office  
(Street and Number): 100 American Metro Boulevard, Suite 108  
City, State and Zip Code: Hamilton, New Jersey 08619

**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 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 of Forms 10-K, 10-KSB, 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, 10-QSB, 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, 10-QSB, N-SAR, N-CSR or the transition report portion thereof could not be filed within the prescribed time period.

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The Registrant's Annual Report on Form 10-K for the fiscal year ended February 29, 2008 could not be filed within the prescribed time period because the Registrant requires additional time to complete its audit for such fiscal year, including the review of the accounting for changes to its convertible debt and warrants in accordance with EITF No. 00-19, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock* and SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*. In addition, the Registrant has not yet completed the review of such accounting for the fiscal quarter ended November 24, 2007.

The Registrant expects to file the Annual Report on Form 10-K not later than June 30, 2008.

**Part IV-Other Information**

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

Keith S. Daniels (Name)	609 (Area Code)	219-0930 (Telephone Number)
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(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?

Yes  No

If the answer is no, identify report(s):

Quarterly Report on Form 10-Q for the period ended November 24, 2007

(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.

Registrant has not yet completed the examination of its financial statements for the fiscal year ended February 29, 2008 and is not able to provide an estimate of such changes at this time.

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Ascendia Brands, 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: June 12, 2008

By: /s/ Keith S. Daniels

Keith S. Daniels

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).

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