

BLUEFLY INC  
Form NT 10-Q  
May 15, 2013

UNITED STATES	OMB APPROVAL	
SECURITIES AND EXCHANGE COMMISSION	OMB Number:	3235-0058
Washington, D.C. 20549	Expires:	August 31, 2015
	Estimated average burden hours per response.	2.50

**FORM 12b-25** SEC FILE NUMBER

001-14498

**NOTIFICATION OF LATE FILING** CUSIP NUMBER  
096227

(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: March 31, 2013

☐ 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:

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**PART I — REGISTRANT INFORMATION**

Bluefly, Inc.

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Full Name of Registrant

Not Applicable

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Former Name if Applicable

42 West 39<sup>th</sup> Street, 9<sup>th</sup> Floor

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

New York, NY 10018

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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;  
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
- ☒ (b) 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.

*Bluefly, Inc. (the "Company") is currently in active discussions regarding a strategic transaction. In light of the foregoing, the Company continues to review its financial statements and is unable to file its Quarterly Report on Form 10-Q for the three months ended March 31, 2013, without unreasonable effort or expense within the prescribed time period. In accordance with Rule 12b-25 of the Securities Exchange Act of 1934, as amended, the Company expects to make such filing not later than the fifth calendar date following the prescribed due date.*

### PART IV — OTHER INFORMATION

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

James Gallagher (212) 944-8000  
(Name) (Area Code) (Telephone Number)

Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or (2) 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 ☐

Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal (3) 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.

*We estimate (subject to final review) our net loss for the quarter ended March 31, 2013 to be between \$4 million and \$5 million as compared to a net loss of \$8 million for the quarter ended March 31, 2012. The decrease in the 2013 net loss resulted primarily from a reduction in marketing and administrative costs relative to the first quarter of the prior year.*

Bluefly, Inc.

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(Name of Registrant as Specified in Charter)

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

Date            May 15, 2013    By    / s / James Gallagher  
   James Gallagher  
   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).**