

Sotherly Hotels Inc.
Form NT 10-K
March 31, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 12b-25

SEC File Number:

001-32379 (Sotherly Hotels Inc.)

001-36091 (Sotherly Hotels LP)

CUSIP Number:

83600C103 (Sotherly Hotels Inc.)

83600E208 (Sotherly Hotels LP)

83600E109 (Sotherly Hotels LP)

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, 2014

Transition Report on Form 10-K
 Transition Report on Form 20-F

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- .. 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

Full Name of Registrant:

SOTHERLY HOTELS INC.

SOTHERLY HOTELS LP

Former Name if Applicable:

Not Applicable

Address of Principal Executive Office:

410 W. Francis Street

City, State and Zip Code:

Williamsburg, Virginia 23185

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 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, 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 the Form 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR or the transition report portion thereof, could not be filed within the prescribed time period.

Sotherly Hotels Inc., a Maryland corporation, and Sotherly Hotels LP, a Delaware limited partnership of which the Company is the sole general partner (each a Registrant, and together, the Registrants) are joint filers.

The Registrants Annual Report on Form 10-K (the Form 10-K) for the year ended December 31, 2014 cannot be filed within the prescribed time period without unreasonable effort or expense as a result of the identification of out-of-period adjustments and the consequential need to complete certain related analysis. The majority of these charges relate to accruals of certain hotel operating expenses for prior periods.

Based on the analysis completed to date, the Registrants believe that the unaudited total net adjustments are immaterial to any of their previously issued financial statements.

In addition to making these adjustments, before filing the Form 10-K, the Registrants must complete their documentation and assessment of the effectiveness of its internal controls over financial reporting, as required under the provisions of Section 404 of the Sarbanes-Oxley Act of 2002.

As a result, the Registrants are unable to file the Form 10-K without unreasonable effort or expense. The Registrants expect to file their Form 10-K on or before the 15th calendar day following the prescribed due date of March 31, 2015 (i.e., on or before April 15, 2015).

PART IV OTHER INFORMATION

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

Anthony E. Domalski
(Name)

757
(Area Code)

229-5648
(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
- (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.

SOTHERLY HOTELS INC.

SOTHERLY HOTELS LP

(Name of Registrant as Specified in Charter)

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

Date: March 31, 2015

SOTHERLY HOTELS INC.

By: /s/ Anthony E. Domalski
Anthony E. Domalski
Chief Financial Officer

SOTHERLY HOTELS LP

**by its General Partner,
SOTHERLY HOTELS INC.**

By: /s/ Anthony E. Domalski
Anthony E. Domalski
Chief Financial Officer