

SAND HILL IT SECURITY ACQUISITION CORP  
Form NT 10-Q  
November 15, 2005  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check One):  Form 10-KSB  Form 20-F  Form 11-K  Form 10-QSB  x

Form N-SAR

For Period Ended: September 30, 2005

- 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: \_\_\_\_\_

**SEC FILE NUMBER**

**000-50813**

**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**

Sand Hill IT Security Acquisition Corp.  
Full Name of Registrant

Former Name if Applicable

3000 Sand Hill Road, Building 1, Suite 240  
Address of Principal Executive Office (*Street and Number*)

Menlo Park, California 94025

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

Sand Hill IT Security Acquisition Corp. experienced technical difficulties in transmitting the Form 10-QSB for filing on Edgar. As a result, the form 10-QSB was filed approximately nine (9) minutes past the deadline for filing on November 14, 2005.

**PART IV-- OTHER INFORMATION**

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

Humphrey P. Polanen (Name)	(650) (Area Code)	926-7023 (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? If answer is no, identify report(s) Yes X No o

Form 10-QSB for the quarterly period ended September 30, 2004

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(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 o No X

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.

Sand Hill IT Security Acquisition Corp.  
(Name of Registrant as Specified in Charter)

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

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Date: November 15, 2005

By: /s/ Humphrey P. Polanen

Humphrey P. Polanen

Chief Executive Officer