

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 12b-25
NOTIFICATION OF LATE FILING

Commission File Number: 000-50045

(Check One): Form 10-K and Form 10-KSB Form 10-Q and Form 10-QSB
 Form 20-F Form 11-K Form N-SAR

For Period Ended: June 30, 2004

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:

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

PENDER INTERNATIONAL, INC.

Full Name of Registrant

Former Name if Applicable

123 Commerce Valley Drive East, Suite 300

Address of Principal Executive Office (Street and Number)

Thornhill, Ontario, Canada

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

The Registrant's accounting staff has encountered delays in closing the books of the Registrant on a timely basis due to problems in gathering financial data. As a result, the Form 10-QSB for the period ended June 30, 2004 has not been completed and accordingly, this notification is being filed.

PART IV - OTHER INFORMATION

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

Michael Ciavarella (604) 733-5055

(Name) (Area Code) (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 reports), been filed. If 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 statement to be included in the subject report or portion thereof?
[] YES [X] NO

If so, attach an explanation of the anticipated change, both narratively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

PENDER INTERNATIONAL, INC.

(Name of Registrant as Specified in Charter)

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

Date: August 16, 2004

By: /s/ Michael Ciavarella

President and CEO