

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12B-25

COMMISSION FILE NUMBER: 000-50045

NOTIFICATION OF LATE FILING

Check One:

- | | |
|-------------------------------------|------------|
| <input checked="" type="checkbox"/> | Form 10-K |
| <input type="checkbox"/> | Form 20-F |
| <input type="checkbox"/> | Form 11-K |
| <input type="checkbox"/> | Form 10-Q |
| <input type="checkbox"/> | Form 10-D |
| <input type="checkbox"/> | Form N-SAR |
| <input type="checkbox"/> | Form N-CSR |

For Period Ended: December 31, 2019

- | | |
|--------------------------|---------------------------------|
| <input type="checkbox"/> | Transition Report on Form 10-K |
| <input type="checkbox"/> | Transition Report on Form 20-F |
| <input type="checkbox"/> | Transition Report on Form 11-K |
| <input type="checkbox"/> | Transition Report on Form 10-Q |
| <input type="checkbox"/> | Transition Report on Form N-SAR |

For the Transition Period Ended: N/A

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: N/A

PART I. REGISTRANT INFORMATION.

The registrant is Newgioco Group, Inc. (the "Company"). The address of the Company's principal executive office is 130 Adelaide Street West, Suite 701, Toronto, Ontario M5H 2K4, Canada.

PART II. RULES 12B-25 (B) AND (C)

If the subject report could not be filed without unreasonable effort or expense and the Company seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check appropriate box.)

(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 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

The Company is unable to file its Annual Report on Form 10-K for its year ended December 31, 2019 by the prescribed date without unreasonable effort or expense. Because of constraints placed on the Company and its personnel resulting from the COVID-19 pandemic, the Company was unable to compile and review certain information required in order to permit the Company to file a timely and accurate report on the Company's financial condition. The Company believes that the Annual Report will be completed and filed within the fifteen day extension period provided under Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

The Company is relying the order of the Securities and Exchange Commission, Release No. 34-88465, dated March 25, 2020 for the extension of the filing deadline of its Annual Report on Form 10-K, for the year ended December 31, 2019.

PART IV. OTHER INFORMATION

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

Michele Ciavarella +39 391 306 4134

(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 Company 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 quarterly report will be reflected by the earnings to be included in the subject report or portion thereof?

Yes No

Newgioco Group, Inc. has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Newgioco Group, Inc.

Dated: May 13, 2020

By: /s/ Michele Ciavarella
Michele Ciavarella
Chief Executive Officer