UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 12b-25

Commission File Number: 001-40202 CUSIP Number: 75644T100

NOTIFICATION OF LATE FILING

(Check one): ☑ Form 10-K	☐ Form 20-F			
□ F 10 K	□ Form 20-F			
☐ Form 10-Q	□ Form 10-D	☐ Form 11-K ☐ Form N-CEN	☐ Form N-CSR	
For Period Ended: April 30, 20)24			
☐ Transition Report on Form 10-K ☐ Transition Report on Form 20-F ☐ Transition Report on Form 11-K ☐ Transition Report on Form 10-Q				
For the Transition Period Ende	ed:			
Nothing in this Form shall be	e construed to imply that the	e Commission has verified any information	on contained herein.	
If the notification relates to a portion of	the filing checked above, idea	ntify the Item(s) to which the notification re	lates:	
		D. D. T.		
		PART I REGISTRANT INFORMATION		
Full Name of Registrant		Red Cat Holdings, I	inc.	
Former Name if Applicable Address of Principal Executive Office (Street and Number) City, State and Zip Code			15 Ave. Munoz Rivera, Ste 2200 San Juan, PR 00901	
		D. D. T.		
		PART II RULES 12b-25(b) AND (c)		
If the subject report could not be filed (Check box if appropriate)	without unreasonable effort of	or expense and the registrant seeks relief p	ursuant to Rule 12b-25(b), the following should be completed.	
. /		Form could not be eliminated without unreas	* '	
or before the fifteenth calenda Form 10-D, or portion thereof,	r day following the prescribe will be filed on or before the		Form N-CEN or Form N-CSR, or portion thereof, will be filed on r transition report on Form 10-Q or subject distribution report on due date; and	
		PART III NARRATIVE		
State below in reasonable detail why Fotime period.	orms 10-K, 20-F, 11-K, 10-Q,	10-D, N-CEN, N-CSR, or the transition re	port or portion thereof, could not be filed within the prescribed	
Borgers, is not currently permitted to a	ppear or practice before the	Securities and Exchange Commission and t	rescribed time period because the Company's prior auditor, BF the Company needs additional time to incorporate the financial pany expects to file the Form 10-K within the extension period	
		PART IV OTHER INFORMATION		

833

(Area Code)

373-3228

(Telephone Number)

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

Jeffrey Thompson

(Name)

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.				
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Red Cat Holdings, Inc. (Name of Registrant as Specified in Charter) has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.				
Dated: July 30, 2024	/s/ Jeffrey Thompson			
By:	Jeffrey Thompson			
Title:	Chief Executive Officer			
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