

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

SEC FILE NUMBER
001-04978

CUSIP NUMBER
834256208

FORM 12b-25

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: **FEBRUARY 29, 2016**

- 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: _____

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
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**

Solitron Devices, Inc.
Full Name of Registrant

Former Name if Applicable

3301 Electronics Way
Address of Principal Executive Office (*Street and Number*)

West Palm Beach, Florida 33407
City, State and Zip Code

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

Solitron Devices, Inc. (the "Company") experienced unexpected delays in the preparation and review of its financial statements for the fiscal year ended February 29, 2016 due to the unexpected departure of the Director of Finance and the Company's efforts to appropriately staff the Company's financial and accounting function in light of his departure as well as the ongoing review and analytical procedures being conducted by the Company and the Company's auditor with respect to the valuation of inventory. As a result, the Company is unable to file its Annual Report on Form 10-K in a timely manner without unreasonable effort or expense. The Company anticipates that it will file the Form 10-K within the fifteen day extension period provided by Securities Exchange Act Rule 12b-25.

PART IV
OTHER INFORMATION

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

| | | |
|----------------------|--------------|--------------------|
| <u>SHEVACH SARAF</u> | <u>(561)</u> | <u>848-4311</u> |
| (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 report(s) 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 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.

The Company expects that its financial statements will reflect a significant decrease in net income from \$927,000 for the year ended February 28, 2015 and likely reflect a net loss. The Company is unable to quantify a reasonable estimate of the financial results at this time due to the ongoing review and analytical

procedures being conducted by the Company and the Company's auditor with respect to the valuation of inventory.

The information provided above are forward-looking statements and are based on the Company's anticipated changes from the prior year period. Although the Company believes these statements are based on reasonable assumptions, it can give no assurance that these statements will prove correct. Important factors that could cause actual results to differ materially from those in the forward-looking statements include any uncertainties encountered by the Company or any necessary changes that may result in connection with completing the review and preparation of the financial statements and related disclosures contained in the Company's Annual Report on Form 10-K for the year ended February 29, 2016. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated.

SOLITRON DEVICES, 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 **June 1, 2016** _____

By /s/ Shevach Saraf
SHEVACH SARAF
CHAIRMAN, PRESIDENT, CHIEF
EXECUTIVE OFFICER,
TREASURER AND CHIEF
FINANCIAL OFFICER