UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): \boxtimes Form 10-K \square Form 20-F \square Form 11-K o Form 10-Q \square Form N-SAR \square Form N-CSR

SEC FILE NUMBER 000-53127

CUSIP NUMBER 37182R102

☐ Tr ☐ Tr ☐ Tr ☐ Tr ☐ Tr ☐ Tr	Period Ended: December 31, 2011 ansition Report on Form 10-K ansition Report on Form 20-F ansition Report on Form 11-K ansition Report on Form 10-Q ansition Report on Form N-SAR the Transition Period Ended:
	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:
PA	RT I – REGISTRANT INFORMATION
Full <u>Frei</u>	esis Biopharma, Inc. Name of Registrant ght Management Corp. ner Name if Applicable
	00 Olympic Boulevard, Suite 400 ress of Principal Executive Office (Street and Number)
	Angeles, California 90064 State and Zip Code
PAR	Τ II – RULES 12b-25(b) AND (c)
	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 impleted. (Check box if appropriate)
ý	(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
ý	(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR, or 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 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 Form 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Genesis Biopharma, Inc. (the "Company") is unable to file its Annual Report on Form 10-K (the "Report") for the fiscal year ended December 31, 2011 by the scheduled filing deadline because of the recent change in the Company's business and the change in the Company's status as an accelerated filer.

PART IV - OTHER INFORMATION

1) Name and telephone number of person to contact in regard to this notification				
Michael Handelman	066	062 2220		

Michael Handelman 866 963-2220
(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). 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? \boxtimes Yes \square No

The Company has not generated any revenues since its inception. However, the Company's loss from operations increased from \$815,000 for the fiscal year ended December 31, 2010 to approximately \$21,067,000 for the fiscal year ended December 31, 2011, and the Company's net loss increased from \$1,608,000 in fiscal 2010 to approximately \$24,211,000 in fiscal 2011.

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.

Genesis Biopharma, 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: March 15, 2012

By <u>/s/ MICHAEL HANDELMAN</u>

Michael Handelman, Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant of by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.