

Portage Resources Inc.  
Form NT 10-K  
August 30, 2011

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

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER:000-52791  
CUSIP NUMBER:735867 10 3

(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:                      May 31, 2011

- 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:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

PART I - REGISTRANT INFORMATION

PORTAGE RESOURCES INC.  
Full Name of Registrant

Former Name if Applicable

Av. Benavides 441, Apto 101B, Miraflores  
Address of Principal Executive Office (Street and Number)

Lima 18, Peru  
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 reason 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 of 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
- [X] (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.

The Form 10-K for the fiscal year ended May 31, 2011 will not be submitted by the deadline due to a situation whereby as a result of a recent change in the personnel involved in, and the process for, the preparation of our financial statements and other reporting matters, additional time is required to complete the assembly of the necessary documentation and for our independent auditors to review the Form 10-K.

PART IV – OTHER INFORMATION

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

Paul Belfiore (Name)	511 (Area Code)	733-5100 (Telephone Number)
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(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? 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.

Yes  No

PORTAGE RESOURCES 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 29, 2011	By:	/s/ Paul Belfiore
		Name:	Paul Belfiore
		Title:	President

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

