

PHOENIX TECHNOLOGIES LTD  
Form NT 10-Q  
February 10, 2006  
(Check One):

- Form 10-K
- Form 20-F
- Form 11-K
- Form 10-Q
- Form 10-D
- Form N-SAR
- Form N-CSR

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

For Period Ended: December 31, 2005

- 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: \_\_\_\_\_

OMB APPROVAL

OMB Number: 3235-0058

Expires: March 31, 2006

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SEC FILE NUMBER

000-50082

CUSIP NUMBER

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*Read Instruction 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:

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**PART I - REGISTRANT INFORMATION**

**Phoenix Technologies Ltd.**

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**Full Name of Registrant**

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**Former Name if Applicable**

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**915 Murphy Ranch Road**

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**Address of Principal Executive Office (*Street and Number*)**

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**Milpitas, CA 95035**

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**City, State and Zip Code**

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**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)

- X
- (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, 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 the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Phoenix Technologies Ltd. (the Company) was unable to file its Form 10-Q for the quarter ended December 31, 2005 within the prescribed time period without unreasonable effort or expense because of delays the Company experienced in implementing new processes and procedures required to satisfy the disclosure requirements associated with the Company's adoption of Statement of Financial Accounting Standards No. 123R for the 2006 fiscal year. The Company expects to file its Form 10-Q for the quarter ended December 31, 2005 on or before February 14, 2006.

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**PART IV - OTHER INFORMATION**

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

Scott C. Taylor

408

570-1051

(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
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- (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 issued an earnings release on February 7, 2006 reporting revenue of \$18.6 million, operating loss of \$7.0 million, and a net loss of \$7.9 million, or \$0.32 per share, for the quarter ended December 31, 2005. These figures compare to revenue of \$26.2 million, operating income of \$4.2 million, and net income of \$2.2 million, or \$0.09 per diluted share, in the year-earlier period ended December 31, 2004.

**Phoenix Technologies Ltd.**

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**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date February 10, 2006

By /s/ Scott C. Taylor

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Scott C. Taylor

Vice President, General Counsel and Secretary