

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

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: December 31, 2022

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

LEGACY EDUCATION ALLIANCE, INC.

Full Name of Registrant

Former Name if Applicable

1490 N.E. Pine Island Road, Suite 5D

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

Cape Coral, Florida 33909

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 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 portion thereof, could not be filed within the prescribed time period.

The Registrant has been unable, without unreasonable effort or expense, to timely compile all information for the disclosures required to be included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2022. The Registrant expects to file the Annual Report no later than the fifteenth calendar day following the prescribed filing date.

(Attach extra Sheets if Needed)

PART IV — OTHER INFORMATION

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

Barry Kostiner	(239)	542-0643
(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.

For the current reporting period of the fiscal year ended December 31, 2022 (“Fiscal 2022”), compared to the fiscal year ended December 31, 2021 (“Fiscal 2021”), revenue decreased to approximately \$1,084,000 in Fiscal 2022 from approximately \$7,710,000 in Fiscal 2021, total operating costs and expenses decreased to \$3,325,000 in Fiscal 2022 from approximately \$8,125,000 in Fiscal 2021, loss from operations increased to approximately \$2,241,000 in Fiscal 2022 from approximately \$415,000 in Fiscal 2021, and net loss increased to approximately \$1,407,000 in Fiscal 2022 from approximately \$566,000 in Fiscal 2021.

These changes in the Registrant’s results of operations stem largely from (a) the cessation of its license and operations using the “Rich Dad” brand and related marks and intellectual property, (b) the December 2021 decision to suspend live, in-person events and other continuing effects from the Registrant’s business decisions stemming from the COVID-19 pandemic and (c) the Registrant’s continued business restructuring as a result of the above.

LEGACY EDUCATION ALLIANCE, 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: April 3, 2023

By: /s/ Barry Kostiner
Barry Kostiner
Chairman and CEO
