

ADVANCED DRAINAGE SYSTEMS, INC.  
Form NT 10-K  
June 01, 2016

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

Commission File Number 001-36557

CUSIP Number 00790R 104

(Check One)     Form 10-K     Form 20-F     Form 11-K     Form 10-Q

Form N-SAR     Form N-CSR

For Period Ended: March 31, 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 the 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**

**Advanced Drainage Systems, Inc.**

**Full Name of Registrant**

**4640 Trueman Boulevard**

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

**Hilliard, Ohio 43026**

**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, 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 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.**

Advanced Drainage Systems, Inc. (the Company) is unable to file its Annual Report on Form 10-K for the fiscal year ended March 31, 2016 (the Fiscal 2016 Form 10-K) within the prescribed time period without unreasonable effort or expense for the reasons further described below.

As previously reported, the Company was unable to timely file its Annual Report on Form 10-K for the fiscal year ended March 31, 2015 (the Fiscal 2015 Form 10-K) and its Quarterly Reports on Form 10-Q for the first three quarters of the fiscal year ended March 31, 2016 (the Fiscal 2016 Form 10-Qs) within the prescribed time periods (such filings being referred to herein as the Late Reports). The inability to file the Late Reports resulted from the need for the Company to complete the fiscal year 2015 audit as well as complete the restatement of certain historical financials. The Company completed the restatement and filed the Fiscal 2015 Form 10-K on March 29, 2016. Thereafter the Company filed the Fiscal 2016 Form 10-Qs on May 31, 2016.

Significant management time and resources were focused on the completion of the fiscal year 2015 audit and restatement, along with the preparation and filing of the Late Reports. The time and resources necessary to prepare and file the Late Reports prevented the Company from commencing its fiscal-year end financial closing process for fiscal year 2016 in a timely manner, which has delayed the completion of the fiscal 2016 audit, as well as the

preparation and filing of the Fiscal 2016 Form 10-K within the prescribed due date. As a result, the Company cannot, without unreasonable effort or expense, file the Fiscal 2016 Form 10-K on or prior to the prescribed due date of May 31, 2016. The Company intends to file the Fiscal 2016 Form 10-K as soon as reasonably practicable; however, at this time the Company anticipates that it will not be able to do so within the extension period of fifteen calendar days provided under Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

The Company has remained in regular communication with the New York Stock Exchange ( NYSE ) regarding the status of the Company s Late Reports and continued listing on the NYSE after receiving an initial notice of non-compliance from the NYSE on July 15, 2015 with regard to the Company s non-compliance with the NYSE s timely filing requirements. The Company has been advised by the NYSE that with the filing of the Late Reports and the filing of this Form 12b-25, the Company s previous non-compliance has been cured and the NYSE will remove the late filer indicator associated with the Company s ticker symbol.

Notwithstanding the foregoing, as a result of the Company s inability to file its Fiscal 2016 Form 10-K within the prescribed time period, the Company anticipates that it will receive a new notice of non-compliance from the NYSE on or about June 15, 2016 for failing to timely file the Fiscal 2016 Form 10-K. In accordance with NYSE rules, upon receipt of this notice from the NYSE, the Company will be required to issue a press release to announce receipt of the notice within five business days after receipt. The Company will also be required to file a Current Report on Form 8-K with the Securities and Exchange Commission ( SEC ) to report receipt of the notice. Under NYSE rules, the Company will have six months from June 15, 2016 to file its Fiscal 2016 Form 10-K. If the Company fails to file its Fiscal 2016 Form 10-K within such six-month period, the NYSE may, in its sole discretion, allow the Company s common stock to trade for up to an additional six months. Until the Company files its Fiscal 2016 Form 10-K, the Company s common stock would remain listed on the NYSE under the symbol WMS, but will again be assigned a LF indicator to signify late filing status. The Company can regain compliance with the NYSE listing standards at any time during this six-month period once it files its Fiscal 2016 Form 10-K with the SEC.

#### PART IV

#### OTHER INFORMATION

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

**Joseph A. Chlapaty**  
(Name)

**(614) 658-0050**  
(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 the 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

**Special Note Regarding Forward Looking Statements**

This Form 12b-25 contains statements that may be deemed to be forward-looking within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the Company's statements regarding the anticipated timing of filing of its Fiscal 2016 Form 10-K. These statements are not historical facts but rather are based on the Company's current expectations, estimates and projections regarding the Company's business, operations and other factors relating thereto. Words such as may, will, could, would, should, anticipate, predict, potential, continue, expects, intends, plans, projects, similar expressions are used to identify these forward-looking statements. Factors that could cause actual results to differ from those reflected in forward-looking statements include, but are not limited to, uncertainties related to accounting issues generally and other risks and uncertainties described in the Company's filings with the SEC. New risks and uncertainties emerge from time to time and it is not possible for the Company to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Form 12b-25. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the Company's expectations, objectives or plans will be achieved in the timeframe anticipated or at all. Investors are cautioned not to place undue reliance on the Company's forward-looking statements and the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Advanced Drainage Systems, Inc.**

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

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

Date: June 1, 2016

By:            /s/ Scott A. Cottrill  
                Scott A. Cottrill  
                Executive Vice President and Chief Financial  
                Officer