

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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: **March 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: _____

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

Starco Brands, Inc.
Full Name of Registrant

N/A
Former Name if Applicable

250 26th Street, Suite 200
Address of Principal Executive Office (Street and Number)

Santa Monica, CA 90402
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, 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 or portion thereof, could not be filed within the prescribed time period.

As of May 16, 2022, Starco Brands, Inc. (the "Company") is unable to complete the filing of its Quarterly Report on Form 10-Q ("Form 10-Q") for the quarter ended March 31, 2022 within the prescribed time without unreasonable effort or expense. As disclosed in its Form 8-K filed on March 15, 2021, the Company received formal notice of the resignation of its previous independent registered public accounting firm, and engaged a new independent registered public accounting firm to act as the Company's independent auditor in auditing the Company's financial statements for the year ended December 31, 2021. The Company and its newly engaged independent registered public accounting firm needed additional time to complete the audit of financial information required to be included in the Company's Annual Report on its Form 10-K, which has delayed the Company's preparation of the Form 10-Q. In accordance with Rule 12b-25 of the Securities Exchange Act of 1934, Registrant intends to file its Form 10-Q no later than the fifth calendar day following the prescribed due date.

PART IV - OTHER INFORMATION

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

Ross Sklar
(Name)

(888)
(Area Code)

484-1908
(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

The registrant has not completed the filing of its Annual Report on Form 10-K for the year ended December 31, 2021.

- (3) Is it anticipated that any significant change in results of operation for 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.

Starco Brands, 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: May 16, 2022

By: /s/ Ross Sklar
Ross Sklar
Chief Executive Officer