
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 N-SAR Form N-CSR

For Period Ended: **June 30, 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:

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

Fenix Parts, Inc.

Full Name of Registrant

Former Name if Applicable

One Westbrook Corporate Center, Suite 920
Address of Principal Executive Office (*Street and Number*)

Westchester, Illinois 60154
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, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Company's filing of its quarterly report on Form 10-Q for the quarter ended June 30, 2016 has been delayed due to the transition time necessitated by the Company's recent change in its auditors. This delay could not have been eliminated by the Company without unreasonable effort and expense.

In addition, the Company was not in compliance with a certain loan covenant in its credit facility and had not yet received a written waiver from the lender for such non-compliance as of the due date of the Form 10-Q. The Company has been in discussions with the lender with respect to the written waiver, which the Company expects to receive.

PART IV -- OTHER INFORMATION

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

<u>Scott Pettit</u>	<u>(708)</u>	<u>407-7200</u>
(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.

In the middle of the corresponding period of the last fiscal year, the quarter ending June 30, 2015, the Company on May 19, 2015 simultaneously completed an initial public offering ("IPO") and entered into combination agreements to acquire (the "Combinations") eleven corporate entities (the "Founding Companies") operating eight businesses in the automobile recycling and resale industry. The Company subsequently acquired three additional operating businesses during the third and fourth quarters of 2015. Prior to the IPO and Combinations, the Company's operations consisted only of activities designed to finance and prepare

for its IPO and the acquisitions of the Founding Companies. The earnings statement with respect to the period ending June 30, 2015 (as it will appear in the Form 10-Q to be filed for the period ending June 30, 2016) will reflect the Company's limited operations for more than half of the second quarter in 2015. Subsequent to the IPO and Combinations, the Company has been actively engaged in the auto recycling and resale business. The earnings statement for the period ended June 30, 2016 will reflect the Company's engagement in its core business throughout that period.

Fenix Parts, 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 16, 2016

By: /s/ Kent Robertson

Name: Kent Robertson

Title: President and Chief Executive Officer