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**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-CEN  Form N-CSR

For Period Ended: March 31, 2021

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

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: Not Applicable

**PART I – REGISTRANT INFORMATION**

**AST SpaceMobile, Inc.**

Full Name of Registrant

**Not Applicable**

Former Name if Applicable

**Midland International Air & Space Port**

**2901 Enterprise Lane**

Address of Principal Executive Office (Street and Number)

**Midland, Texas 79706**

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)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN 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
- (b) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
- (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, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

(Attached extra Sheets if Needed)

AST SpaceMobile, Inc. (the "Company") was unable, without unreasonable effort or expense, to file its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021 (the "Quarterly Report") by the prescribed due date for the reasons described below.

As previously disclosed, in light of the Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies ("SPACs") (the "Staff Statement") issued by the staff of the Securities and Exchange Commission on April 12, 2021, the audit committee of the Company's board of directors, together with management, determined that the Company's financial statements and related footnote disclosures as of December 31, 2020 and 2019 and for year ended December 31, 2020 and for the period from May 28, 2019 (inception) through December 31, 2019, and the interim periods ended September 30, 2020 and 2019, March 31, 2020, and June 30, 2020, as well as the financial statements as of September 13, 2019, contained in the Company's Annual Report on Form 10-K filed with the SEC on March 1, 2021 (the "Original 10-K"), should be restated.

On May 6, 2021, the Company filed restated financial statements as of December 31, 2020 and 2019 and for year ended December 31, 2020 and for the period from May 28, 2019 (inception) through December 31, 2019, and the interim periods ended September 30, 2020 and 2019, March 31, 2020, and June 30, 2020, as well as the financial statements as of September 13, 2019 in Amendment No. 1 to the Original 10-K (the "Restatement"). As a result of the considerable time and dedication of resources required to complete the Restatement, the Company was unable to file its Quarterly Report by its prescribed due date without unreasonable effort or expense. The Company expects to file its Quarterly Report within five calendar days of May 17, 2021.

## PART IV – OTHER INFORMATION

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

Thomas Severson

(Name)

432

(Area code)

276-3966

(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.

The Company anticipates a significant reduction in net income for the three months ended March 31, 2021, as compared to the three months ended March 31, 2020, as restated, primarily due to the change in the fair value of the warrants. The Company estimates that net income for the three months ended March 31, 2021 was approximately \$597 thousand, as compared to approximately \$7.8 million for the three months ended March 31, 2020.

AST SpaceMobile, 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 18, 2021

By: /s/ Thomas Severson

Thomas Severson  
Chief Financial and Operating Officer

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