DIGITAL POWER CORP

FORM NT 10-Q

(Notification that Quarterly Report will be submitted late)

Filed 5/16/2001 For Period Ending 3/31/2001

Address 41920 CHRISTY ST

FREMONT, California 94538

Telephone 510-657-2635

CIK 0000896493

Industry Electronic Instr. & Controls

Sector Technology

Fiscal Year 12/31



SEC FILE NUMBER 1-12711

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 12b - 25

NOTIFICATION OF LATE FILING

(Check One):		
_ Form 10-KSB _ Form 20-F _ Form 11-K X Form 10-QSB _ Form N-SAR		
For Period Ended: March 31, 2001		
_ 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:		
If the notification relates to a portion of the filing check above, identify the Item(s) to which the notification relates:		
PART I REGISTRANT INFORMATION		
DIGITAL POWER CORPORATION		
Full Name of Registrant		
Former Name if Applicable 41920 CHRISTY STREET		
Address of Principal Executive Office (Street and Number)		
FREMONT, CA 94538		
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.)

|X| (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort expense;

on Form 10-QSB or a 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 1	2b - 25(c) has been attached if applicable.	

PART III -- NARRATIVE

State below in reasonable detail the reasons why Form 10-KSB, 11-K, 20-F, 10-QSB, N- SAR, transition report or a portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

Due to the shortage of personnel, Digital Power needs more time to complete its Form 10-QSB.

PART IV -- OTHER INFORMATION

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

Robert O. Smith (510) 657-2635

(Name) (Area Code and 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).

|X| 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 |X| No

DIGITAL POWER CORPORATION

(Name of Registrant as specified in its charter)

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

Date: May 15, 2001 By:

By: /s/ Robert O. Smith

Robert O. Smith, President

End of Filing

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