
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 12b-25

SEC File Number: 001-11460
CUSIP Number: 114082100

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: December 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:

PART I -- REGISTRANT INFORMATION

Brooklyn ImmunoTherapeutics, Inc.

Full Name of Registrant

Former Name if Applicable

140 58th Street, Suite 2100

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

Brooklyn, New York 11220

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 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, 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
 - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
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Annex A

As previously reported, on August 12, 2020, the Company (then known as “NTN Buzztime, Inc.”), Brooklyn LLC and BIT Merger Sub, Inc., a wholly owned subsidiary of the Company (“Merger Sub”), entered into an agreement and plan of merger and reorganization (the “Merger Agreement”) pursuant to which, among other matters, Merger Sub merged with and into Brooklyn LLC, with Brooklyn LLC continuing as a wholly owned subsidiary of the Company and as the surviving company of the merger (the “Merger”). The Merger closed on March 25, 2021. After the Merger, the Company changed its name from “NTN Buzztime, Inc.” to “Brooklyn ImmunoTherapeutics, Inc.” The Merger was accounted for as a reverse acquisition, in which Brooklyn LLC was deemed the acquiring company for accounting purposes.

In accordance with the Merger Agreement, on March 25, 2021, the Company amended its restated certificate of incorporation in order to effect:

- prior to the Merger, a reverse stock split of its common stock, par value \$0.005 per share, at a ratio of one-for-two; and
- following the Merger, a change in its corporate name from “NTN Buzztime, Inc.” to “Brooklyn ImmunoTherapeutics, Inc.”

On March 26, 2021, we sold the rights, title and interest in and to the assets relating to the business operated under the name “NTN Buzztime, Inc.” prior to the Merger to eGames.com Holdings LLC, or eGames.com, in exchange for eGames.com’s payment of a purchase price of \$2.0 million and assumption of specified liabilities relating to such pre-Merger business.

The Merger has been accounted for as a reverse acquisition in accordance with U.S. generally accepted accounting principles, or GAAP. Under this method of accounting, Brooklyn LLC was deemed the “acquiring” company and Brooklyn ImmunoTherapeutics, Inc. (then known as NTN Buzztime, Inc.) was treated as the “acquired” company for financial reporting purposes. Operations prior to the Merger are those of Brooklyn LLC, and the historical financial statements of Brooklyn LLC became the historical financial statements of the Company with respect to periods prior to the completion of the Merger.

Upon filing of the Form 10-K, the Company will report its consolidated financial results for the year ended December 31, 2021 with respect to the business of Brooklyn ImmunoTherapeutics, Inc.
