

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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, 2017

- 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: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*  
**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**

**STG Group, Inc.**

Full Name of Registrant

Former Name if Applicable

**11091 Sunset Hills Road, Suite 200**

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

**Reston, Virginia 20190**

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.

STG Group, Inc. (the "Company") is filing this Form 12b-25 with the Securities and Exchange Commission (the "Commission") with respect to its Quarterly Report on Form 10-Q for the three months ended March 31, 2017 (the "Form 10-Q"). As of March 31, 2017, the Company did not meet the consolidated senior secured leverage ratio and minimum consolidated EBITDA required in its Credit Agreement. As of May 15, 2017, MC Admin Co LLC ("MC Admin") had not agreed to waive, and the Company is in the process of negotiating relief from, this non-compliance. The final terms of the relief, or MC Admin not granting any relief, would materially affect the financial statements presented in the Form 10-Q and the disclosures set forth in the Form 10-Q. The issues described above, which have caused the Company to be unable to timely file the Form 10-Q, could not be eliminated without unreasonable effort or expense. We expect to file the Form 10-Q within the 5-day extension period afforded by Rule 12b-25.

(Attach extra Sheets if Needed)

**PART IV — OTHER INFORMATION**

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

Charles L. Cosgrove  
(Name)s

703  
(Area Code)

691-2480  
(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.

**STG Group, 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, 2017

By: /s/ Charles L. Cosgrove  
Charles L. Cosgrove  
Chief Financial Officer

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