

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

- Form 10-K and 10-KSB
 Form 20-F
 Form 11-K Form 10-Q and 10-QSB
 Form N-SAR

For Period Ended: December 31, 1996

Nothing in this form shall be construed to imply the Commission has verified any information contained herein.

PART I REGISTRANT INFORMATION

Full Name of Registrant: FIRST PRIORITY GROUP, INC.

270 Duffy Avenue
(Address of Principal Executive Office)

Hicksville, New York 11801
(City, State and Zip Code)

PART II RULES 12B-25(B) AND (C)

- (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 report on Form 10-KSB will be filed on or before the fifteenth calendar day following the prescribed due date.
(c) Not applicable.

PART III NARRATIVE

The Registrant has been unable to complete and file, when originally due, the Annual Report on Form 10-KSB as a result of delays in completing the audit and the financial statements that were caused by the excessive workload of the accounting function due to the Registrant's recent growth.

PART IV OTHER INFORMATION

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

Lawrence A. Muenz
(Name)

(516)
(Area Code)

242-7348
(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 shorter period that the registrant was required to file such report(s) been filed?

If the 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.

FIRST PRIORITY GROUP, INC.

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

Date: March 31, 1997

By: /s/ Barry Siegel

Name: Barry Siegel
Title: Co-Chairman of the Board,
Secretary and Treasurer