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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 11-K Form 20-F Form 10-Q Form N-SAR

For Period Ended: December 31, 2016

- 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 attached instruction sheet 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**

Sunstock, Inc.

Full Name of Registrant

Sandgate Acquisition Corporation

Former Name if Applicable

111 Vista Creek Circle

Address of Principal Executive Office (Street and Number)

Sacramento, California 95835

City, State and Zip Code

PART II
RULE 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, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, 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 the Form 10-K, 11-K, 20-F 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

Sunstock, Inc. (the "Company") is filing this report for a 15-day extension for filing its Annual Report on Form 10-K for the period ended December 31, 2016. The Company has experienced delays in gathering and compiling the information necessary to draft a complete and accurate Form 10-K. As a result of the delays, the Company is not able to file its Form 10-K by the prescribed filing date without unreasonable effort and expense. The Company currently anticipates that it will be able to file the Form 10-K on or before the extended deadline of April 17, 2017.

PART IV
OTHER INFORMATION

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

Jason C. Chang

(Name)

(916)

(Area Code)

860-9622

(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).

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.

SUNSTOCK, INC.

(Name of Registrant as Specified in Charter)

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

Date: March 29, 2017

/s/ Jason C. Chang

Jason C. Chang

President, Chief Financial Officer, and Chairman
