

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

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

SEC FILE NUMBER  
814-00672  
CUSIP NUMBER  
62912R 10 7

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

For Period Ended: December 31, 2004

- 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**

**NGP CAPITAL RESOURCES COMPANY**

---

**Full Name of Registrant**

N/A

---

**Former Name if Applicable**

**1221 MCKINNEY STREET, SUITE 2975**

---

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

**HOUSTON, TEXAS 77010**

---

**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 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, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

At December 31, 2004, the Registrant's temporary investments included commercial paper of certain issuers that exceeded 5% of the value of its total assets. These investments are classified as cash equivalents for GAAP purposes and constitute qualifying assets for purposes of the 1940 Act. The Registrant has been advised, however, that for purposes of the federal income tax rules governing RIC status, these commercial paper investments may not be classified as cash equivalents, in which case the Registrant would not have met the RIC asset diversification requirements at December 31, 2004 and would instead be treated as a "C" corporation for tax purposes for 2004. Because the Registrant had a net loss for the period from August 6, 2004 (commencement of operations) to December 31, 2004, the Registrant has determined that its treatment as a "C" corporation for tax purposes for 2004 will not result in any material adverse tax consequences to the Registrant or its stockholders. The Registrant has modified its holdings in order to assure satisfaction of the RIC asset diversification requirements for the quarter ending March 31, 2005 and in the future.

As a result of the foregoing described issues relating to the Registrant's RIC status, its audit for calendar year 2004 is not yet complete. The Registrant does not anticipate any material change in the results of operations for the period ended December 31, 2004 from that reported in its earnings press release on March 15, 2005.

The Registrant currently estimates that the 2004 Form 10-K will be filed within the 15-day time period provided by the filing of this Form 12b-25.

**PART IV — OTHER INFORMATION**

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

**John H. Homier**  
(Name)

**(713)**  
(Area Code)

**752-0062**  
(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.

**NGP CAPITAL RESOURCES COMPANY**

**(Name of Registrant as Specified in Charter)**

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

Date April 1, 2005

By: /s/ John H. Homier

John H. Homier  
President and Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

**GENERAL INSTRUCTIONS**

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.

- 
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
  4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.
  5. *Electronic Filers.* This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (§232.201 or §232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (§232.13(b) of this chapter).