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CHROMATICS COLOR SCIENCES INTERNATIONAL INC

Form NT 10-Q May 15, 2002

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 12b-25

			Commis	ssion File	Number	0-2	21168
		NOTIFICATI	ION OF LATE F	FILING			
(Check One):	Form 1		Form 11		Form	20-F	
	X Form 1	0-QSB	Form N-	-SAR			
	For Peri	od Ended:	March 31,	2001			
Transition	Report on	Form 10-K		Transition	Report	on Fo	rm 10-Q
Transition	Report on	Form 20-F		- Transition	Report	on Fo	rm N-SAR
Transition	Report on	Form 11-K		-			
verified any inf	this form formation c	shall be co ontained he lates to a	onstrued to iteration.	the filing			
		REGISTR <i>i</i>	PART I ANT INFORMATI	ION			
Full name of req	gistrant -	Chromatics	s Color Scier	nces Intern	ational	, Inc.	
Former name if a	applicable		r	n/a 			
Address of princ	cipal execu	tive office	e (Street ar	nd number)	2500 J	Johnson	Avenue
City, state and	zip code	Riverdal	le, NY 10463				

PART II
RULE 12b-25 (b) AND (c)

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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;
- X (b) The subject annual report, semi-annual report, transition report on --- Form 10-KSB, 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the 15th 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 the reasons why Form 10-KSB, 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.)

Due to the Company's change in Auditors the Company is unable to complete the 10-QSB filing by May 15, 2002. The Company expects to file its 10-QSB no later than May 20, 2002.

For the foregoing reasons, the Company could not complete the filing within the prescribed time frame without unreasonable effort and expense.

PART IV OTHER INFORMATION

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

- (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 X 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 X

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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.

CHROMATICS COLOR SCIENCES INTERNATIONAL, INC.

(Name of Registrant as Specified in Charter)

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

Date: May 15, 2002 By: /s/ Darby S. Macfarlane

Darby S. Macfarlane Chairperson of the Board