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ANDREA ELECTRONICS CORP Form NT 10-K April 01, 2003

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

FORM 12b-25 NOTIFICATION OF LATE FILING

SEC FILE NUMBER <u>1-04324</u> CUSIP NUMBER <u>034393108</u>

| (Check One): N-CSR | [X] Form 10-K | [] Form 20-F | [] Form 11-K | [] Form 10-Q | [] Form N-SAR | [] Form |
|----------------------------------|--|----------------------------|-----------------|----------------------------------|---------------|---------|
| For Period End | ded: Decembe | er 31, 2002 | | | | |
| [] Transition [] Transition | Report on Form 10 Report on Form 20 Report on Form 1 tion Period Ended: | 0-F 1-K | [] Transition | Report on Form Report on Form | N-SAR | |
| Nothing in t | | · · · · · | | g Form. Please Prints | or Type. | in. |
| relates: | ation relates to a portio | | | e Item(s) to which the | notification | |
| | | | | | | _ |
| PART I RE | GISTRANT INFO | ORMATION | | | | |
| Full name of regis | strant Andrea Electro | nics | | | | |
| Corporation | | | | | | |
| Former name if a | pplicable | | | | | |
| Address of Princi Road | pal Executive Office (S | treet and Number) <u>4</u> | 5 Melville Park | | | |
| City, State and Zi | p Code Melville, New | <u>York</u> | | | | |

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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).

- [X] (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-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, 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 why the Form 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.

(Attach extra sheets if needed.)

(1)

The Registrant experienced internal staffing resource constraints due primarily to a transaction that the company is currently evaluating and negotiating regarding the sale of its Aircraft Communications Products business segment, which prevented the company from compiling and preparing the required information in time to file the report by the required deadline. The Registrant s management reasonably believes that it can complete and file the Form 10-K within the extension period.

PART IV OTHER INFORMATION

| Richard A. Maue | (631) 719-1800 |
|-----------------|--------------------------------|
| (Name) | (Area Code) (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). [x] 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 [x] 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.

ANDREA ELECTRONICS CORPORATION

(Name of Registrant as Specified in Charter)

| has caused this n | otification to be signed on its behalf by the undersigned thereunto duly authorized. | |
|-------------------|--|--|
| Date | By | |
| | Richard A. Maue | |
| | Executive Vice President, Chief Financial Officer and | |
| | Corporate Secretary | |

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