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IMAGE SOFTWARE INC Form NT 10-Q May 16, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING FOR FORM 10-Q

For Period Ended March 31, 2002

Commission File No. 0-12535 CUSIP No. 45244M102

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 a filing above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

1MAGE SOFTWARE, INC.
(Full Name of Registrant)

6025 South Quebec Street, Suite 300 Englewood, Colorado 80111 (Address of Principal Executive Office)

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) [X]

- (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 portions 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 the reasons why the Forms 10-K, 20-F, 11- K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

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The Company has been unable to complete its internal review and compilation of the financial information to be included in the Form 10-Q. Accordingly, the Company cannot file the subject report within the prescribed time period without incurring unreasonable effort or expense.

PART IV - Other Information

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

Mary Anne DeYoung (303) 694-9180

- (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 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 operation 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?
 - [X] Yes [] No

Revenues and profits are significantly lower than the corresponding period last year but both are comparable to the fourth quarter of 2001.

1mage Software, Inc.
(Name of Registrant as Specified in Charter)

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

Date: May 16, 2002

By:/s/Mary Anne DeYoung

Mary Anne DeYoung,

Chief Financial Officer and

Principal Financial Officer