



--- (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 for the Year End December 2001, the Company is unable to complete the 10-KSB filing by April 1, 2002. The Company expects to file its 10-KSB no later than April 15, 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

Darby S. Macfarlane	(212)	717-6544
-----	-----	-----
(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 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

--- ---

-----  
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: March 28, 2002  
-----

By: /s/ Darby S. Macfarlane  
-----

Darby S. Macfarlane  
Chairperson of the Board