UNITED STATES I OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION +----+ Washington, D.C. 20549 | OMB Number: 3235-0058 FORM 12b-25 Expires: | January 31, 2005 | NOTIFICATION OF LATE FILING Estimated | average burden (Check One): [X] Form 10-K [] Form 20-F [] Form 11-K | hours per [] Form 10-Q [] Form N-SAR | response..2.50 For Period Ended: December 31, 2001 | SEC FILE NUMBER [] 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 CUSIP NUMBER 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 Full Name of Registrant Information Analysis Incorporated Former Name if Applicable 11240 Waples Mill Road ______ Address of Principal Executive Office (Street and Number) Fairfax, VA 22030 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 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 portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition [X] 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 Audited Financials Not Finalized! State below in reasonable detail the reasons why 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. (Attach Extra Sheets if Needed) PART IV - OTHER INFORMATION (1) Name and telephone number of person to contact in regard to this notification. 383-3000 Richard S. Derose (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 preceeding 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 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. Information Analysis Incorporated (Name of Registrant as Specified in Charter) has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized. By /s/ Richard S. DeRose 3/28/02 _____ 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 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 ((S)232.201 or (S)232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T ((S)232.13(b) of this chapter). SEC 1344 (2-99) ^--SCHEDULE 12b-25 TEMPLATE--^ UNITED STATES | OMB APPROVAL | SECURITIES AND EXCHANGE COMMISSION +----+ Washington, D.C. 20549 | OMB Number: 3235-0058 FORM 12b-25 Expires:

UNITED STATES | OMB APPROVAL |
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549 | OMB Number: |
3235-0058 |
FORM 12b-25 | Expires: |
January 31, 2002 |
NOTIFICATION OF LATE FILING | Estimated |
average burden |
(Check One): [] Form 10-K [] Form 20-F [] Form 11-K | hours per |
[] Form 10-Q [] Form N-SAR | response.2.50 |
For Period Ended: | SEC FILE NUMBER |

	[] Transition Repor [] Transition Repor [] Transition Repor	ct on Form 11-K	
	[] Transition Repor		CUSIP NUMBER
	tion Period Ended:		++
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If the notific		ction of the filing che	·
	TRANT INFORMATION		
Full Name of F	2		
Former Name if	Applicable		
Address of Pri		ce (Street and Number)	
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(2) Have all the Secur Act of 19 the regis no, ident	(Name) other periodic reports ities Exchange Act of 40 during the precedin strant was required to ify report(s).	file such report(s) be	nn 13 or 15(d) of the Investment Company th shorter period that en filed? If answer is
(3) Is it ant from the the earni thereof? If so, at and quant estimate	cicipated that any sign corresponding period f ings statements to be in tach an explanation of citatively, and, if app of the results cannot	nificant change in result for the last fiscal year included in the subject the anticipated changoropriate, state the rebe made.	lts of operations r will be reflected by report or portion [] Yes [] No re, both narratively asons why a reasonable
hereunto duly Date	s notification to be s	as Specified in Chart signed on its behalf by	
INSTRUCTION: or by any othe person signing statement is s (other than an sign on behalf	The form may be signed or duly authorized reproperties the form shall be typication on behalf of the executive officer), ended to the registrant share	d by an executive office resentative. The name bed or printed beneath a registrant by an authoridence of the representation be filed with the fattention———————————————————————————————————	and title of the the signature. If the orized representative ntative's authority to orm.
	STITUTE FEDERAL CRIMINA	FEMENTS OR OMISSIONS OF AL VIOLATIONS (SEE 18 U	.S.C. 1001).
	GENERAL	L INSTRUCTIONS 2b-25 (17 CFR 240.12b-2	

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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.
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SEC 1344 (2-99)