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HEROES INC
Form NT 10-K
April 01, 2002

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

FORM 12b-25

Commission File Number 000-12597

NOTIFICATION OF LATE FILING

(Check One): Form 10-K/KSB Form 20-F Form 11-K Form 10-Q/QSB
 Form N-SAR

For the Period Ended: December 31, 2001

- 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

For the Transition Period Ended: _____

Read attached instruction sheet 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

Heroes, Inc.

Full Name of Registrant

1915B Chain Bridge Road, Suite 506

Address of Principal Executive Office (Street and Number)

McLean, VA 22102

City, State and Zip Code

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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.)

- (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, Form 11-K or Form N-SAR, or

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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, 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.)

Heroes, Inc. (the "Company"), could not file its Form 10-KSB for the year ended December 31, 2001 within the prescribed time period because the Company's auditors have not completed their audit of the financial statements for the year ending December 31, 2001.

PART IV OTHER INFORMATION

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

Amer Mardam-Bey, Chief Executive Officer
(703) 761-1900
(Name) (Area Code) (Telephone Number)

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(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 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

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.

Heroes, Inc. has caused this notification to be signed on its behalf by the undersigned officer, thereunto duly authorized.

Date: April 1, 2002

Heroes, Inc.

By: /s/Amer Mardam-Bey

Title: Chief Executive Officer

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