# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 12b-25

SEC File Number 000-29245 CUSIP Number: 42216P205

### NOTIFICATION OF LATE FILING

(Check One): [X] Form 10-K [_] Form 11-K [_] Form 20-F [ ] Form 10-Q [_] Form N-SAR												
For 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												
Full name of registrant: Health & Nutrition Systems International,Inc.												
Former name if applicable:												
Address of principal executive office (Street and number)												
3750 Investment Lane, Suite 5												
City, state and zip code												
West Palm Beach, FL 33407												

## 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, 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 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.)

The Company's annual report on Form 10-KSB for the fiscal year ended December 31, 2001 could not be filed within the prescribed time period because of additional time required by the Registrant's management to compile certain information to be included in the Report. The report on Form 10-KSB cannot be timely filed without unreasonable effort or expense. The Registrant anticipates the filing of its Form 10-KSB by the extended due date.

#### PART IV OTHER INFORMATION

(1)	Name	and	telephone	number	of	person	to	contact	in	regard	to	this
	notif	icati	.on									

Denise G. Reeder 561 650-7962

(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).

[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?

[X] 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.

Net loss for the year ended December 31, 2001 is estimated to be approximately \$1,399,000. Net income for the year ended December 31, 2000 was approximately \$70,000. This change is primarily due to increased cost of sales, and increased operating expenses, relating to the introduction of three new products during fiscal year 2001.

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Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date April 1, 2002 By /s/ Chris Tisi

Interim Chairman of the Board, Chief Executive Officer and President

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).