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ANDREA ELECTRONICS CORP
Form NT 10-K
March 31, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 12B-25
NOTIFICATION OF LATE FILING

SEC FILE NUMBER 1-04324

CUSIP NUMBER 034393108

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-SAR Form N-CSR

For Period Ended: DECEMBER 31, 2004

Transition Report on Form 10-K Transition Report on Form 10-Q
 Transition Report on Form 20-F Transition Report on Form N-SAR
 Transition Report on Form 11-K

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 ANDREA ELECTRONICS CORPORATION

Former Name if Applicable

Address of Principal Executive Office (STREET AND NUMBER) 65 ORVILLE DRIVE

City, State and Zip Code BOHEMIA, NEW YORK 11716

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, Form N-SAR or Form N-CSR, or

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portion 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 subject distribution report on Form 10-D, 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.

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PART III - NARRATIVE

State below in reasonable detail why the Form 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (ATTACH EXTRA SHEETS IF NEEDED.)

ON MARCH 25, 2005, THE REGISTRANT MOVED ITS CORPORATE HEADQUARTERS. AS A RESULT OF THIS MOVE, THE REGISTRANT HAS EXPERIENCED TECHNICAL AND STAFFING PROBLEMS THAT PREVENTED IT FROM COMPILING, PREPARING AND FINALIZING THE REQUIRED INFORMATION IN TIME TO FILE THE REPORT BY THE REQUIRED DEADLINE. THE REGISTRANT'S MANAGEMENT REASONABLY BELIEVES THAT IT CAN COMPLETE AND FILE THE FORM 10-KSB WITHIN THE EXTENSION PERIOD.

PART IV -- OTHER INFORMATION

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

CORISA L. GUIFFRE

(631) 719-1800

(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 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? [] 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.

ANDREA ELECTRONICS CORPORATION

(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 31, 2005

By: /s/ Corisa L. Guiffre

Corisa L. Guiffre

Vice President, Chief Financial Officer
and Assistant Corporate Secretary