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TOPPS CO INC Form 10-O/A February 25, 2002

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

FORM 10-Q/A

(Mark One) [X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended December 1, 2001

OR

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from ______to _____to

Commission File Number: 0-15817

THE TOPPS COMPANY, INC. (Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.)

11-2849283

One Whitehall Street, New York, NY 10004 (Address of principal executive offices, including zip code)

(212) 376-0300 (Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No __.

The number of outstanding shares of Common Stock as of January 11, 2002 was 42,637,000.

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Item 6 is hereby amended and restated in its entirety to read as follows:

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits as required by Item 601 of Regulation S-K

10.23 Employment Agreement with Arthur T. Shorin

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE TOPPS COMPANY, INC. REGISTRANT

/s/ Catherine Jessup

Vice President-Chief Financial Officer

February 25, 2002