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INTELLIGENT SYSTEMS CORP  
Form 10-K/A  
April 02, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
AMENDMENT NO.1

Annual Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

Commission file number 1-9330

INTELLIGENT SYSTEMS CORPORATION

(Exact name of Registrant as specified in its charter)

GEORGIA

58-1964787

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

4355 SHACKLEFORD ROAD, NORCROSS, GEORGIA

30093

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (770) 381-2900

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
COMMON STOCK, \$.01 PAR VALUE	AMERICAN STOCK EXCHANGE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: None

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  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

As of March 15, 2002, 4,495,530 shares of Common Stock were outstanding. The aggregate market value of the Common Stock held by non-affiliates of the registrant was \$10,483,674 (computed using the closing price of the Common Stock on March 15, 2002 as reported by the American Stock Exchange).

DOCUMENTS INCORPORATED BY REFERENCE: Portions of the registrant's Proxy

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Statement for the Annual Meeting of Shareholders to be held on May 23, 2002, are incorporated by reference in Part III hereof.

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This Amendment No. 1 to the Form 10-K for the year ended December 31, 2001 is being filed to correct an error on the cover page of the Form 10-K in the calculation of the market value of shares held by non-affiliates of the Registrant. The figure in the Form 10-K filed on March 22, 2002 was \$3,494,558 which was the number of shares held by non-affiliates rather than the market value. The correct figure reflecting the market value of the shares held by non-affiliates is \$10,483,674.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTELLIGENT SYSTEMS CORPORATION  
Registrant

Date: April 2, 2002

By: /s/ J. Leland Strange

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J. Leland Strange  
Chairman of the Board, President  
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

SIGNATURE	CAPACITY	DATE
/s/ J. Leland Strange ----- J. Leland Strange	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	Apri
/s/ Bonnie L. Herron ----- Bonnie L. Herron	Chief Financial Officer (Principal Accounting and Financial Officer)	Apri
/s/ Donald A. McMahon ----- Donald A. McMahon	Director	Apri
/s/ James V. Napier ----- James V. Napier	Director	Apri

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/s/ John B. Peatman

Director

Apri

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John B. Peatman

/s/ Parker H. Petit

Director

Apri

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Parker H. Petit