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ECC INTERNATIONAL CORP  
Form 10-K/A  
October 28, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10K-A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-8988

ECC INTERNATIONAL CORP.  
(Exact name of registrant as specified in its charter)

Delaware

23-1714658

(State of other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

2001 West Oak Ridge Road, Orlando, Florida

32809-3803

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(407) 859-7410

Securities registered pursuant to Section 12(b) of the Act:

Title of each class  
Common Stock, \$.10 par value

Name of each exchange on which registered  
American Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

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

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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. [ X ]

As of September 16, 2002, the aggregate market value of the Registrant's Common Stock held by non-affiliates of the Registrant was \$14,678,303. (This figure was computed on the basis of the closing price for the Registrant's Common Stock on September 16, 2002 using the number of shares held by stockholders who are not officers, directors or record holders of 10% or more of the Registrant's outstanding Common Stock. The characterization of such officers, directors and 10% stockholders as affiliates is for purposes of the computation only and should not be construed as an admission for any purpose whatsoever that any of such persons are, in fact, affiliates of the Registrant.)

As of September 16, 2002, there were 7,878,124 shares of the Registrant's Common Stock, \$0.10 par value per share, outstanding.

Information with respect to directors in Item 10 and the information required by Items 11-13 is incorporated by reference to the definitive proxy statement of the Registrant to be filed with the Commission in connection with its Annual Meeting of Stockholders scheduled for December 13, 2002.

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