

RENAISSANCE CAPITAL GROWTH & INCOME FUND III INC  
Form NT 10-K/A  
April 02, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 12b-25  
(Amendment No. 1)

Commission File Number 33-75758

NOTIFICATION OF LATE FILING

(Check One):  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: Renaissance Capital Growth & Income Fund III, Inc.  
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Former name if applicable N/A  
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Address of principal executive office (Street and number)  
8080 N. Central Expressway, Suite 210, LB-59  
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City, state and zip code  
Dallas, TX 75206  
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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, 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 audit of the Filer's financial statements for the year ended 12/31/2001 has not been completed. Therefore, the Filer has been unable to convene a meeting of the Audit Committee to review such financial statements and to recommend their inclusion in the Filer's annual report on Form 10-K for the year ended 12/31/2001.

PART IV OTHER INFORMATION

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

Russell Cleveland	214	891-8294
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(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).

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  No

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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.

Renaissance Capital Growth & Income Fund III, Inc.

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(Name of Registrant as Specified in Charter)

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

Date April 2, 2002

By Russell Cleveland