
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

(Mark One)

☒ Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended February 2, 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 33-66342

COLE NATIONAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

34-1744334
(I.R.S. employer identification no.)

5915 Landerbrook Drive, Mayfield Heights, Ohio
(Address of principal executive offices)

44124
(Zip code)

Registrant's telephone number, including area code: (440) 449-4100

Securities registered pursuant to Section 12 (b) of the Act: None

Securities registered pursuant to Section 12 (g) of the Act: None

The registrant meets the conditions set forth in General Instruction I(1)(a) and (b) of Form 10-K and is therefore filing this form in the reduced disclosure format.

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

All of the outstanding capital stock of the registrant is held by Cole National Corporation.

As of March 29, 2002, 1,100 shares of the registrant's common stock, \$.01 par value, were outstanding.

Documents incorporated by reference: None

SIGNATURES

Pursuant to the requirements of section 13 or 15(d) 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.

April 16, 2002

COLE NATIONAL GROUP, INC.

By: /s/ Tracy L. Burmeister.

Tracy L. Burmeister
Vice President, Accounting and Reporting

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

<div>* Jeffrey A. Cole</div>	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	April 16, 2002
<div>* Larry Pollock</div>	President and Chief Operating Officer and Director	April 16, 2002
<div>* Thomas T.S. Kaung</div>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 16, 2002
<div>/s/ Tracy L. Burmeister</div>	Vice President, Accounting and Reporting (Principal Accounting Officer)	April 16, 2002
<div>Tracy L. Burmeister</div>	Director	April 16, 2002
<div>* Timothy F. Finley</div>	Director	April 16, 2002
<div>* Irwin N. Gold</div>	Director	April 16, 2002
<div>* Melchert Frans Groot</div>	Director	April 16, 2002
<div>* Peter V. Handal</div>	Director	April 16, 2002
<div>* Charles A. Ratner</div>	Director	April 16, 2002
<div>* Walter J. Salmon</div>		

* The undersigned, by signing his name hereto, does sign and execute this report on Form 10-K pursuant to the Powers of Attorney executed by the above-named officers and directors of Cole National Group, Inc. and which are being filed herewith with the Securities and Exchange Commission on behalf of such officers and directors.

/s/ Tracy L. Burmeister
Tracy L. Burmeister, Attorney-in-Fact

COLE NATIONAL GROUP, INC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	February 2, 2002	February 3, 2001
Assets		
Current assets:		
Cash and cash equivalents	\$ 63,656	\$ 36,725
Accounts receivable, less allowance for doubtful accounts of \$4,008 in 2001 and \$7,348 in 2000	39,544	40,429
Current portion of notes receivable	2,825	4,272
Inventories	111,098	122,238
Refundable income taxes	502	571
Prepaid expenses and other	22,613	16,154
Deferred income tax benefits	430	2,009
Total current assets	240,668	222,398
Property and equipment, at cost	291,148	284,794
Less — accumulated depreciation and amortization	(169,851)	(161,775)
Total property and equipment, net	121,297	123,019
Notes receivable, excluding current portion, less allowance for doubtful accounts of \$5,209 in 2001 and \$4,537 in 2000	3,899	6,573
Deferred income tax benefits and other assets	49,371	57,422
Intangible assets, net	146,544	151,588
Total assets	\$ 561,779	\$ 561,000
Liabilities and Stockholder's Equity		
Current liabilities:		
Current portion of long-term debt	\$ 54	\$ 49
Accounts payable	57,242	55,644
Payable to affiliates, net	73,548	81,789
Accrued interest	6,130	6,337
Accrued liabilities	78,725	76,620
Accrued income taxes	546	502
Total current liabilities	216,245	220,941
Long-term debt, net of discount and current portion	274,318	274,262
Other long-term liabilities	12,040	11,506
Stockholder's equity:		
Common stock	—	—
Paid-in capital	195,676	195,162
Accumulated other comprehensive loss	(1,198)	(658)
Accumulated deficit	(135,302)	(140,213)
Total stockholder's equity	59,176	54,291
Total liabilities and stockholder's equity	\$ 561,779	\$ 561,000

The accompanying notes to consolidated financial statements are an integral part of these consolidated balance sheets.