



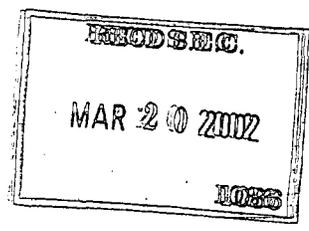
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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934



For the month of March, 2002

Mad Catz Interactive, Inc.
(Translation of registrant's name into English)

141 Adelaide Street West, Suite 400, Toronto, Ontario, Canada M5H 3L5
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

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FINANCIAL

MAD CATZ INTERACTIVE, Inc.

Consolidated Balance Sheets
Expressed in United States Dollars
As at September 30, 2001 and March 31, 2001

| | 30-Sep-01 Unaudited | 31-Mar-01 Audited |
|---|------------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 3,906,556 | 1,455,480 |
| Accounts receivable | 12,513,215 | 6,810,779 |
| Inventories | 15,008,770 | 13,493,306 |
| Prepaid expenses and deposits | 890,081 | 658,373 |
| Current portion of future income tax assets | 2,484,398 | 2,484,398 |
| Income tax receivable | 178,237 | 178,235 |
| | <u>34,981,257</u> | <u>25,080,571</u> |
| Deferred financing fees | 961,191 | 1,324,992 |
| Capital assets | 1,724,691 | 1,733,516 |
| Goodwill | 17,035,987 | 17,529,191 |
| | <u>\$ 54,703,126</u> | <u>45,668,270</u> |
| LIABILITIES and SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Bank loan | 7,430,833 | 8,670,796 |
| Cash used | 18,376,410 | 8,562,687 |
| Accounts payable and accrued liabilities | - | 3,338,719 |
| Subordinated debt | - | - |
| | <u>25,807,243</u> | <u>20,572,202</u> |
| Future tax liabilities | 665,019 | 407,182 |
| Shareholders' equity: | | |
| Capital Stock | 45,364,424 | 41,823,042 |
| Retained Deficit | (17,804,539) | (17,815,465) |
| Cumulative translation adjustment | 670,979 | 681,309 |
| | <u>28,230,864</u> | <u>24,688,886</u> |
| | <u>\$ 54,703,126</u> | <u>45,668,270</u> |

See accompanying notes to the consolidated financial statements

MAD CATZ INTERACTIVE, Inc.

Consolidated Statements of Operations - Unaudited
Expressed in United States Dollars

| | 3 Months Ended 30-Sep-01 | 3 Months Ended 30-Sep-00 | 6 Months Ended 30-Sep-01 | 6 Months Ended 30-Sep-00 |
|---|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| Net sales | \$ 15,671,400 | \$ 10,360,037 | \$ 29,705,597 | \$ 15,668,346 |
| Cost of sales | 11,615,676 | 7,953,727 | 22,253,357 | 11,788,878 |
| Gross profit | 4,055,724 | 2,406,310 | 7,452,240 | 3,879,468 |
| Expenses: | | | | |
| Selling expenses | 1,588,645 | 1,407,971 | 3,259,570 | 2,168,279 |
| Administrative expenses | 1,211,562 | 1,046,986 | 2,536,593 | 2,369,309 |
| Interest expense | 91,716 | 73,582 | 200,082 | 117,858 |
| Interest on bank term loan | - | 1,289 | - | 4,051 |
| Interest on subordinated debt | 65,215 | - | 246,781 | - |
| Amortization | 234,883 | 172,464 | 414,519 | 326,522 |
| Other income | - | (84,230) | - | - |
| Foreign exchange (gain)/loss | 27,403 | 145,248 | (60,539) | 147,076 |
| | 3,219,224 | 2,763,310 | 6,597,006 | 5,133,095 |
| Income/(Loss) before income taxes & goodwill charges | 836,500 | (357,000) | 855,233 | (1,253,627) |
| Income tax expense (recovery) | 267,600 | 2,928 | 356,102 | (408,192) |
| Income/(Loss) before goodwill charges | 568,900 | (359,928) | 499,131 | (845,435) |
| Goodwill charges | 244,391 | 237,674 | 488,205 | 475,348 |
| Income/(Loss) from continuing operations | 324,509 | (597,602) | 10,926 | (1,320,783) |
| Loss from discontinued operations | - | (1,235,323) | - | (2,421,861) |
| Net Income/(Loss) | 324,509 | (1,832,925) | 10,926 | (3,742,644) |
| Retained earnings (deficit), beginning of period | (18,129,048) | 3,183,021 | (17,815,465) | 5,092,740 |
| Retained earnings (deficit), end of period | \$ (17,804,539) | \$ 1,350,096 | \$ (17,804,539) | \$ 1,350,096 |
| Income/(Loss) per share before goodwill charges and discontinued operations | \$ 0.01 | \$ (0.01) | \$ 0.01 | \$ (0.02) |
| Income/(Loss) per share on discontinued operations | \$ 0.00 | \$ (0.03) | \$ 0.00 | \$ (0.06) |
| Income/(Loss) per share on goodwill charges | \$ 0.00 | \$ (0.01) | \$ (0.01) | \$ (0.01) |
| Income/(Loss) per share | \$ 0.01 | \$ (0.04) | \$ 0.00 | \$ (0.09) |
| Fully diluted Income/(Loss) per share | \$ 0.01 | \$ (0.04) | \$ 0.00 | \$ (0.09) |
| Weighted average number of common shares outstanding | 50,817,796 | 44,170,690 | 48,511,148 | 42,401,729 |

See accompanying notes to the consolidated financial statements

MAD CATZ INTERACTIVE, Inc.

Consolidated Cash Flow Statements - Unaudited
Expressed in United States Dollars

| | 3 Months Ended 30-Sep-01 | 3 Months Ended 30-Sep-00 | 6 Months Ended 30-Sep-01 | 6 Months Ended 30-Sep-00 |
|--|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| Cash provided by (used in) | | | | |
| Operating Activities: | | | | |
| Net income/(Loss) | \$ 324,509 | \$ (1,832,925) | \$ 10,926 | \$ (3,742,646) |
| Adjusted for loss from discontinued operations | - | 1,235,323 | - | 2,421,861 |
| Items not involving cash: | | | | |
| Amortization of deferred financing fees | 183,081 | - | 366,694 | - |
| Foreign exchange | (361,210) | - | (447,470) | (34,815) |
| Amortization | 479,075 | 410,138 | 902,725 | 801,870 |
| Future income tax assets | 117,600 | (1,368) | 207,576 | (644,399) |
| Changes in non-cash operating working capital | | | | |
| Accounts receivable | (2,874,547) | (3,137,330) | (5,644,089) | 2,292,620 |
| Prepaid expenses & deposits | (400,799) | (131,682) | (515,327) | (452,367) |
| Inventories | (5,629,083) | (4,465,140) | (1,465,988) | (6,850,973) |
| Accounts payable and accrued liabilities | 8,451,520 | 7,027,333 | 10,442,807 | 6,818,050 |
| Income tax receivable | - | 82,293 | (2) | 82,293 |
| Cash from/(used in) continuing operations | 290,146 | (813,356) | 3,857,852 | 691,494 |
| Cash used in discontinued operations | - | (858,853) | - | (1,671,151) |
| Investing Activities: | | | | |
| Purchase of capital assets | (229,362) | (312,388) | (296,683) | (666,276) |
| | (229,362) | (312,388) | (296,683) | (666,276) |
| Financing Activities: | | | | |
| Subordinated debt | - | - | - | (1,834,011) |
| Bank loan | 1,473,254 | 4,930,110 | (1,289,798) | 4,519,181 |
| Bank term loan | - | - | - | (72,033) |
| Mad Catz Obligation | - | (2,646,229) | - | (3,098,218) |
| Proceeds from issue of share capital | 117,957 | 62,169 | 158,739 | 2,476,949 |
| | 1,591,211 | 6,032,504 | (1,131,059) | 1,991,868 |
| Effects of exchange rate changes on cash | - | - | 20,966 | 15,514 |
| Net increase in cash | 1,651,995 | 4,047,907 | 2,451,078 | 4,047,907 |
| Cash at beginning of period | 2,254,561 | - | 1,455,480 | - |
| Cash at end of period | \$ 3,906,556 | \$ 4,047,907 | \$ 3,906,556 | \$ 4,047,907 |

See accompanying notes to the consolidated financial statements

MAD CATZ INTERACTIVE, Inc.

Notes to consolidated financial statements

Note 1

BASIS OF PRESENTATION AND DISCONTINUED OPERATIONS

The unaudited interim period consolidated financial statements as at September 30, 2001, have been prepared by the Company in accordance with Canadian generally accepted accounting principles for interim financial statements and do not include all information required for complete financial statements. The preparation of financial data is based on accounting policies and practices consistent with those used in the preparation of the audited annual consolidated financial statements, except as noted in Note 2. The accompanying unaudited consolidated financial statements should be read in conjunction with the notes to the Company's audited consolidated financial statements for the year ended March 31, 2001.

These unaudited interim consolidated financial statements reflect all adjustments, all of which are normal and recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the respective interim periods presented.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, 1328158 Ontario Inc. ("Mad Catz Canada"), Xencet Massachusetts Inc., Xencet U.S. Inc., Singapore Holdings Inc., Spopt Pte Ltd., Mad Catz Inc. and Mad Catz (Asia) Limited.

During the year ended March 31, 2001 the Company adopted a formal plan to dispose of the assets and business operations of its GTI (previously played video game business) and ZapYou.com (internet distribution) business units. As at September 30, 2001, all of the assets of GTI and Zapyou.com had been disposed. The Company will maintain a provision for accounts payable and accrued liabilities until such time that all recognized obligations of the previous GTI and Zapyou.com businesses are settled.

During the period ended September 30, 2001 the Company recorded a net loss of nil (2000 - net loss of Cash used in discontinued operations
Net sales applicable to GTI and ZapYou.com during the periods presented were \$915,003 (2000 - \$5,683,836).

The consolidated balance sheets include the following assets related to discontinued operations:

| | 30-Sep-01 Unaudited | 31-Mar-01 Audited |
|---------------------|------------------------|----------------------|
| Cash | \$ 433,661 | \$ 802,359 |
| Inventories | - | 2,140,804 |
| Accounts receivable | - | 1,634,818 |
| Capital assets | - | 69,784 |
| | <u>\$ 433,661</u> | <u>\$ 4,647,765</u> |

The liabilities of the GTI and ZapYou.com business units, which are included in the consolidated balance sheets are as follows:

| | 30-Sep-01 Unaudited | 31-Mar-01 Audited |
|--|------------------------|----------------------|
| Bank loan | \$ - | \$ 1,928,913 |
| Accounts payable and accrued liabilities | 1,195,135 | 2,627,291 |
| | \$ 1,195,135 | \$ 4,556,204 |

**Note 2
FOREIGN EXCHANGE**

The Company has adopted the United States dollar as its reporting currency for its financial statements, commencing April 1, 2001. Comparative figures previously reported in Canadian dollars have been translated at the exchange in effect on March 31, 2001.

The United States dollar is the functional currency of the Company's United States operations. The Canadian dollar is the functional currency of the Company's Canadian operations, which are translated to United States dollars using the current rate method.

**Note 3
SEGMENTED DATA**

The Company's sales and capital assets are attributable to the following countries:

| | 3 months ended 30-Sep-01 Unaudited | 3 months ended 30-Sep-00 Unaudited | 6 months ended 30-Sep-01 Unaudited | 6 months ended 30-Sep-00 Unaudited |
|---------------|---|---|---|---|
| Sales | | | | |
| Canada | \$ 230,570 | \$ 208,117 | \$ 478,507 | \$ 284,426 |
| United States | \$ 13,885,594 | \$ 9,043,454 | 26,406,566 | 14,013,370 |
| International | \$ 1,555,236 | \$ 1,108,466 | 2,820,524 | 1,370,550 |
| | \$ 15,671,400 | \$ 10,360,037 | \$ 29,705,597 | \$ 15,668,346 |

Revenues are attributed to countries based on the location of the customer. During the six months ended September 30, 2001, the Company sold approximately 56% of its products to three customers (Fiscal 2000 - approximately 69% to four customers).

| | 30-Sep-01 Unaudited | 31-Mar-01 Audited |
|------------------------|------------------------|----------------------|
| Capital assets: | | |
| Canada | \$ - | \$ 69,784 |
| United States | 671,725 | 557,269 |
| International | <u>1,052,966</u> | <u>1,106,463</u> |
| | 1,724,691 | 1,733,516 |
| Goodwill: | | |
| Canada | - | - |
| United States | <u>17,035,987</u> | <u>17,529,191</u> |
| | 17,035,987 | 17,529,191 |
| | <u>\$ 19,304,231</u> | <u>\$ 19,262,707</u> |

Note 4

CAPITAL STOCK

| Common Shares | Number of Shares | Amount |
|---|---------------------|---------------|
| Balance, March 31, 2001 | 48,203,035 | \$ 41,823,042 |
| Shares issued on conversion of subordinate debt | 4,247,478 | \$ 3,338,719 |
| Exercise of stock options under stock option plan | 376,701 | \$ 202,663 |
| Balance, September 30, 2001 | 52,827,214 | \$ 45,364,424 |

On July 17, 2001, a Director of the Company agreed to convert his outstanding loan to the Company of \$3,338,719 into 4,247,478 shares of the Company's common stock at a price of Canadian \$1.218 per share.

Note 5

SUBSEQUENT EVENT

Subsequent to period ending September 30, 2001, Mad Catz' license with Sony for the North American PlayStation2 memory card expired on October 23, 2001. Sony has subsequently extended the license agreement to December 31, 2001.

SIGNATURES

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.

Mad Catz Interactive, Inc.
(Registrant)

Date: March 20, 2002

By: Geoffrey Myers
(Signature)*
Geoffrey Myers
Secretary

*Print the name and title of the signing officer under this signature.