

Averion International Corp.
 Form 3
 November 09, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â WEISSBACH MARKUS | | | (Month/Day/Year) | Averion International Corp. [AVRO] | |
| (Last) | (First) | (Middle) | 10/31/2007 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 225 TURNPIKE ROAD | | | | (Check all applicable) | |
| (Street) | | | | ___ Director ___ 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SOUTHBOROUGH,Â MAÂ 01772 | | | | <u> X </u> Officer ___ Other (give title below) (specify below) | <u> X </u> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | CHIEF EXECUTIVE OFFICER | ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| COMMON STOCK | 312,500 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(I)
(Instr. 5)

OPTION TO PURCHASE COMMON STOCK 2 10/31/2017 COMMON STOCK 10,000,000 \$ 0.16 D

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-----------|
| | Director | 10% Owner | Officer | Other |
| WEISSBACH MARKUS 225 TURNPIKE ROAD SOUTHBOROUGH, MA 01772 | <u> </u> | <u> </u> | <u> </u> CHIEF EXECUTIVE OFFICER | <u> </u> |

Signatures

/S/ MARKUS WEISSBACH 11/08/2007

 Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- One Third (1/3) of the total number of shares of Restricted Stock shall vest immediately. One Third (1/3) of the total number of shares of
- (1) Restricted Stock shall vest on the first anniversary of the date of grant. The final one-third (1/3) of the shares of Restricted Stock shall vest on the second anniversary of the date of grant.
- Twenty-five percent (25%) of the total number of shares covered by this Option shall vest and become exercisable on the first anniversary of the vesting commencement date. Twenty-five percent (25%) of the total number of shares covered by this Option shall vest and become exercisable on the second anniversary of the vesting commencement date. Twenty-five percent (25%) of the total number of shares covered by this Option shall vest and become exercisable on the third anniversary of the vesting commencement date. And the
- (2) final twenty-five percent (25%) of the total number of shares covered by this Option shall vest and become exercisable on the fourth anniversary of the vesting commencement date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.