Averion International Corp.

Form 5

February 14, 2008

OMB APPROVAL FORM 5

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

Number: January 31, Expires: 2005

3235-0362

OMB

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **FALK MICHAEL** Symbol Averion International Corp. [AVRO] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X__ 10% Owner _X_ Director Officer (give title __ Other (specify 12/31/2007 below) below) C/O COMVEST INVESTMENT

PARTNERS II LLC, ONE NORTH CLEMATIS STREET, **SUITE 300**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WEST PALM BEACH, FLÂ 33401

Form Filed by One Reporting Person _X_ Form Filed by More than One Reporting

Person

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities A or Disposed of (Instr. 3, 4 and	(D)	d (A)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/28/2006	Â	C4	71,428,500	A	\$ (2)	264,239,235	I	See footnote

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

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SEC 2270 (9-02)

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

Der	Fitle of rivative curity str. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	ries D	Â	11/28/2006	Â	C	Â	5,000	07/31/2006	(4)	Common Stock	71,428,5

Relationshine

Reporting Owners

Reporting Owner Name / Address		Kelationships					
	Director	10% Owner	Officer	Othe			
FALK MICHAEL C/O COMVEST INVESTMENT PARTNERS II LLC ONE NORTH CLEMATIS STREET, SUITE 300 WEST PALM BEACH, FL 33401	ÂX	ÂX	Â	Â			
COMVEST INVESTMENT PARTNERS II LLC ONE NORTH CLEMATIS STREET SUITE 300 WEST PALM BEACH, FL 33401	Â	ÂX	Â	Â			

Signatures

/s/ Michael Falk	02/14/2008
**Signature of Reporting Person	Date
/s/Michael Falk, as managing member of ComVest Investment Partners II, LLC	02/14/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- These securities are owned directly by ComVest Investment Partners II LLC ("ComVest"). Reporting person is Chairman and principal member of ComVest Group Holdings, LLC, the managing member of ComVest II Partners, LLC ("ComVest II Partners"). ComVest II Partners is the managing member of ComVest. Reporting person disclaims beneficial ownership of the securities held by ComVest other than that portion which corresponds with his membership interest.
- (2) On November 28, 2006, ComVest converted 5,000 shares of Series D Preferred Stock into 71,428,500 shares of Common Stock.
- (3) Each share of Series D Preferred Stock was convertible into 14,285.71 shares of Common Stock.
- (4) There was no expiration date.

Reporting Owners 2

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