

Averion International Corp.
Form 3
May 16, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Â HOFFMAN LAWRENCE R
(Last) (First) (Middle)

2. Date of Event
Requiring Statement
(Month/Day/Year)
05/12/2008

3. Issuer Name **and** Ticker or Trading Symbol
Averion International Corp. [AVRO]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10%
Owner
X Officer ____ Other
(give title below) (specify below)
Chief Financial Officer

C/O AVERION
INTERNATIONAL CORP.,Â 225
TURNPIKE ROAD
(Street)

SOUTHBOROUGH,Â MAÂ 01772

(City) (State) (Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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)

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	Â (1)	05/12/2018	Common Stock	10,000,000	\$ 0.08	D	Â
------------------------------------	-------	------------	-----------------	------------	---------	---	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOFFMAN LAWRENCE R C/O AVERION INTERNATIONAL CORP. 225 TURNPIKE ROAD SOUTHBOROUGH, MA 01772	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Lawrence R. Hoffman 05/16/2008

__Signature of Reporting Date
Person

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).

(1) Twenty-five percent (25%) of the total number of shares covered by this Option shall vest and become exercisable on the first (1st) 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 (2nd) 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 (3rd) anniversary of the vesting commencement date. And the final twenty-five percent (25%) of the total number of shares covered by this Option shall vest and become exercisable on the fourth anniversary (4th) 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.