

FALK MICHAEL
Form 4
July 01, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
FALK MICHAEL

(Last) (First) (Middle)

C/O COMVEST INVESTMENT PARTNERS II, LLC, ONE NORTH CLEMATIS ST., SUITE 300

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Averion International Corp. [AVRO]

3. Date of Earliest Transaction (Month/Day/Year)

06/27/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/27/2008 | | J ⁽¹⁾ | | 4,800,000 | A | \$ 0 |
| | | | | | 321,839,235 | I | |
| Common Stock | | | | | 1,500,000 | D | |

ComVest Investment Partners II, LLC ⁽²⁾

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

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

SEC 1474 (9-02)

number.

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

| 1. Title of Derivative Security (Instr. 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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FALK MICHAEL C/O COMVEST INVESTMENT PARTNERS II, LLC ONE NORTH CLEMATIS ST., SUITE 300 WEST PALM BEACH, FL 33401 | X | X | | |
| COMVEST INVESTMENT PARTNERS II LLC ONE NORTH CLEMATIS ST., SUITE 300 WEST PALM BEACH, FL 33401 | | X | | |

Signatures

/s/ Michael S. Falk 06/27/2008
__Signature of Reporting Person Date

/s/ Michael S. Falk, as principal member of ComVest Investment Partners II, LLC 06/27/2008
__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).
- (1) ComVest Investment Partners II, LLC loaned the Company \$1,000,000 in consideration for a Secured Promissory Note in the amount of \$1,000,000 and 4,800,000 shares of Common Stock.
- (2) 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 in ComVest.

Remarks:

Exhibit 99.1 Joint Filing Agreement

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.