

Averion International Corp.
Form S-8
November 22, 2006

Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Averion International Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

20-4354185

(I.R.S. Employer Identification No.)

**225 Turnpike Road,
Southborough, Massachusetts**
(Address of Principal Executive Offices)

01772

(Zip Code)

**Averion International Corp.
2005 Equity Incentive Plan, as amended**

(Full title of the plan)

Dr. Philip T. Lavin
Chief Executive Officer
Averion International Corp.
225 Turnpike Road
Southborough, Massachusetts 01772
(508) 597-6000
(Name, address and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------|-----------------------------|---|---|----------------------------|
| Common Stock, \$0.001 par value | 75,000,000 | \$0.174 | \$13,050,000 | \$1396.35 |

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(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers any additional shares of the registrant's common stock that become issuable under the applicable plan by reason of any stock dividend, stock split, recapitalization or other similar transaction affected without the receipt of consideration that increases the number of shares of the registrant's common stock outstanding.

(2) The Proposed Maximum Offering Price Per Share has been estimated pursuant to Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee based on the average of the bid and asked prices of our common stock, on November 21, 2006, as reported on the Over-the-Counter Bulletin Board.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Averion International Corp. (Company) is filing this registration statement on Form S-8 to register seventy-five million (75,000,000) additional shares of common stock, \$0.001 par value per share, authorized for issuance under our Averion International Corp. 2005 Equity Incentive Plan, as amended (the Plan).

On March 14, 2006, we initially registered twenty-five million (25,000,000) shares of common stock authorized for issuance under our Plan by filing a Registration Statement on Form S-8 (Registration No. 333-132405). Of the seventy-five million (75,000,000) additional shares of common stock that are subject to this registration statement, (i) twenty-five million (25,000,000) shares represent shares that were authorized pursuant to an amendment to our Plan to increase the number of shares of our common stock available for issuance under our Plan from twenty-five million (25,000,000) to fifty million (50,000,000), and was approved by a majority of our stockholders at our annual meeting on June 15, 2006, and (ii) fifty million (50,000,000) shares represent shares that were authorized pursuant to an amendment to our Plan to increase the number of shares of our common stock available for issuance under the Plan from fifty million (50,000,000) to one hundred million (100,000,000), and was approved by the written consent of a majority of our stockholders on August 14, 2006. The amendment increasing the shares authorized for issuance under our Plan from fifty million (50,000,000) to one hundred million (100,000,000) became effective as of September 21, 2006, upon the expiration of the twenty (20) day waiting period prescribed by Rule 14c-2 of the Securities and Exchange Act of 1934, after we mailed our stockholders an information statement informing them of such amendment.

Pursuant to General Instruction E of Form S-8, the contents of our Registration Statement on Form S-8 (Registration No. 333-132405), including the documents incorporated by reference therein, are incorporated by reference into this registration statement, except as set forth below.

Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document, which also is or is deemed to be incorporated by reference herein, modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| <u>Exhibit Number</u> | <u>Exhibit Description</u> |
|---------------------------|--|
| 5.1 | Opinion of Foley & Lardner LLP.* |
| 10.31 | 2005 Equity Incentive Plan, as amended September 21, 2006. (1) |
| 23.1 | Consent of Schneider Downs & Co., Inc.* |
| 23.2 | Consent of Foley & Lardner LLP (contained in Exhibit 5.1).* |
| 24.1 | Power of Attorney (contained on the signature page hereto).* |

* Filed Herewith

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(1) Incorporated by reference to our Current Report on Form 8-K filed on September 22, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southborough, State of Massachusetts, on this 22nd day of November, 2006.

Averion International Corp.

By: /s/ Dr. Philip T. Lavin
Dr. Philip T. Lavin
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below constitutes and appoints Dr. Philip T. Lavin as his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and any additional registration statement to be filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|-------------------|
| <u>/s/ Dr. Philip T. Lavin</u> Dr. Philip T. Lavin | Chief Executive Officer and Director <i>(principal executive officer)</i> | November 22, 2006 |
| <u>/s/ Scott L. Millman</u> Scott L. Millman | Chief Accounting Officer <i>(principal financial and accounting officer)</i> | November 22, 2006 |
| <u>/s/ Robert Tucker</u> Robert Tucker | Director | November 22, 2006 |
| <u>/s/ Michael Falk</u> Michael Falk | Director | November 22, 2006 |
| <u>/s/ Cecilio Rodriguez</u> Cecilio Rodriguez | Director | November 22, 2006 |
| <u>/s/ Alastair McEwan</u> Alastair McEwan | Director | November 22, 2006 |
| <u>/s/ Fred Sancilio</u> Fred Sancilio | Director | November 22, 2006 |