

Averion International Corp.  
Form 8-K  
February 06, 2007

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 8-K

#### CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) January 31, 2007

### Averion International Corp.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50095**  
(Commission  
File Number)

**20-4354185**  
(IRS Employer  
Identification No.)

**225 Turnpike Road, Southborough, Massachusetts**  
(Address of principal executive offices)

**01772**  
(Zip Code)

Registrant's telephone number, including area code 508-597-6000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01. Entry into a Material Definitive Agreement**

In connection with the private placement of shares of our common stock (the Private Placement ), we previously entered into a Placement Agency Agreement with our placement agent (the Placement Agent ) dated October 17, 2006, as amended on November 8, 2006 (the Placement Agency Agreement ).

The offering period for the Private Placement was to terminate on January 31, 2007 (the Offering Period ). On January 31, 2007, we entered into an Amendment to the Placement Agency Agreement with the Placement Agent to extend the Offering Period to February 15, 2007. The remainder of the Placement Agency Agreement remains unchanged.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Averion International Corp.

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

Dated: February 6, 2007