

Averion International Corp.  
Form NT 10-Q  
November 14, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 12b-25**

NOTIFICATION OF LATE FILING

OMB APPROVAL  
OMB Number: 3235-0058  
Expires: April 30, 2009  
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(Check one):     Form 10-K             Form 20-F             Form 11-K             Form 10-QSB             Form N-SAR  
  
 Form N-CSR

For Period Ended:            September 30, 2006  
 Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*  
**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I   REGISTRANT INFORMATION**

**AVERION INTERNATIONAL CORP.**

Full Name of Registrant

Former Name if Applicable

**225 Turnpike Rd.**

Address of Principal Executive Office (*Street and Number*)

**Southborough, MA 01772**

City, State and Zip Code

**PART II   RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

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- x (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- x (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Company's Quarterly Report on Form 10-QSB for the quarter ended September 30, 2006 (the Form 10-QSB) cannot be filed with the Securities and Exchange Commission at this time without unreasonable effort or expense due to recent changes in the Company's accounting and financial personnel, which has prevented management from completing the preparation of the Form 10-QSB within the requisite time frame. In turn, this has delayed review by the Company's independent auditors and certifying officers, thereby preventing completion of the Form 10-QSB by the prescribed due date. The Company anticipates filing such Quarterly Report on Form 10-QSB on or before November 20, 2006, the first business day after the fifth calendar day following the prescribed due date, as permitted under Rule 0-3(a) and Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

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(Attach extra Sheets if Needed)

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Lori Wedge  
(Name)

(508)  
(Area Code)

597-5822  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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AVERION INTERNATIONAL CORP.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date November 14, 2006

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

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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