

Veri-Tek International, Corp.

Form 3

April 06, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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 \*

JLF OFFSHORE FUND LTD

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/16/2007

3. Issuer Name **and** Ticker or Trading Symbol  
Veri-Tek International, Corp. [VCC]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)PO BOX 896, HARBOUR  
CENTRE, 2ND FL, NORTH  
CHURCH ST

(Street)

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)GRAND CAYMAN, BRITISH  
W INDIES, E9

(City)

(State)

(Zip)

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 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)

Common Stock

681,800

D

A

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  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

# Edgar Filing: Veri-Tek International, Corp. - Form 3

|                  | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------|---------------------|--------------------|-----------------|----------------------------------|----------|------------------------------------------------|---|
| Series A Warrant | 05/15/2007          | 11/15/2011         | Common<br>Stock | 136,360                          | \$ 4.05  | D                                              | Â |
| Series B Warrant | 05/15/2007          | 11/15/2011         | Common<br>Stock | 136,360                          | \$ 4.25  | D                                              | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                                         | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                        | Director      | 10% Owner | Officer | Other |
| JLF OFFSHORE FUND LTD<br>PO BOX 896, HARBOUR CENTRE<br>2ND FL, NORTH CHURCH ST<br>GRAND CAYMAN, BRITISH W INDIES,Â E9Â | Â             | Â X       | Â       | Â     |

## Signatures

JLF Offshore Fund Ltd.(+), By: /s/ Jeffrey L. Feinberg, as Managing Member of JLF Asset Management, L.L.C., its Investment Manager

04/06/2007

\_\_Signature of Reporting Person

Date

## 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).

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### Remarks:

(+)Â TheÂ ReportingÂ PersonÂ herebyÂ disclaimsÂ beneficialÂ ownershipÂ overÂ theÂ securitiesÂ reportedÂ onÂ thisÂ reportÂ toÂ theÂ extentÂ ofÂ itsÂ pecuniaryÂ interestÂ therein.Â ThisÂ reportÂ shallÂ notÂ beÂ deemedÂ anÂ admissionÂ thatÂ theÂ reportingÂ personÂ isÂ aÂ beneficialÂ ownerÂ ofÂ theÂ reportedÂ securitiesÂ forÂ purposesÂ ofÂ SectionÂ 16Â ofÂ theÂ SecuritiesÂ ExchangeÂ ActÂ ofÂ 1934Â orÂ forÂ anyÂ otherÂ purpose.

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.