

Veri-Tek International, Corp.  
Form 3  
April 06, 2007

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

OMB APPROVAL

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**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 *          | 2. Date of Event Requiring Statement             | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |
| Â JLF OFFSHORE FUND LTD<br>(Last) (First) (Middle) | (Month/Day/Year)<br>03/16/2007                   | Veri-Tek International, Corp. [VCC]                  |
|  | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |

PO BOX 896, HARBOUR CENTRE,Â 2ND FL, NORTH CHURCH ST  
(Street)

(Check all applicable)

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

GRAND CAYMAN, BRITISH W INDIES,Â E9Â  
(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<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 681,800  | D   | Â  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                  | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series A Warrant | 05/15/2007       | 11/15/2011      | Common Stock | 136,360                    | \$ 4.05  | D                                     | Â |
| Series B Warrant | 05/15/2007       | 11/15/2011      | Common 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 Â TheÂ ReportingÂ PersonÂ herebyÂ disclaimsÂ beneficialÂ ownershipÂ overÂ theÂ securitiesÂ reportedÂ onÂ thisÂ reportÂ toÂ theÂ extentÂ ofÂ itsÂ pecuniaryÂ interestÂ therein.Â 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.