

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: 3235-0104
 Expires: January 31, 2005
 Estimated 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)
 PO BOX 896, HARBOUR CENTRE, 2ND FL, NORTH CHURCH ST
 (Street)

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 Issuer
 (Check all applicable)
 Director 10% Owner
 Officer Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

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	

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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (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 PO BOX 896, HARBOUR CENTRE 2ND FL, NORTH CHURCH ST 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.

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