

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report: February 28, 2004

Date of Earliest Event Reported: February 25, 2004

**VERDISYS, INC.**

(Exact Name of Registrant as Specified in its Charter)

California

(State of Organization)

333-64122

(Commission File Number)

22-3755993

(I.R.S. Employer  
Identification No.)

25025 I-45 North, Suite 525

The Woodlands, Texas 77380

(Address of Principal Executive Offices)

(281) 364-6999

Registrants Telephone Number

(Former Name or Address of Registrant)

**Item 5. Other Events**

Verdisys, Inc, at its option, files the following information, which is deemed of interest to security holders:  
Licensing Agreement, Second Amendment, by and between Verdisys, Inc. and Carl W. Landers; re: proprietary well enhancement techniques, device, technology and methods; dated February 25, 2004.

**Item 7. Exhibits**

Verdisys, Inc. **incorporates by reference** the following:

Verdisys, Inc.'s Report on Form 8-K, with exhibits thereto, filed with the Securities and Exchange Commission on October 6, 2003:

- Exhibit 99.1 License Agreement by and between Verdisys, Inc. and Carl W. Landers; re: proprietary well enhancement techniques, device, technology and methods; dated April 24, 2003.
- Exhibit 99.2 Amendment to License Agreement between Verdisys, Inc. and Carl W. Landers; re: proprietary well enhancement techniques, device, technology and methods; dated September 3, 2003.

Verdisys, Inc. **provides herewith** the following exhibit:

- Exhibit 99.1 Second Amendment to License Agreement by and between Verdisys, Inc. and Carl W. Landers; re: proprietary well enhancement techniques, device, technology and methods; dated February 25, 2004.

**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.

**VERDISYS, INC.**

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Date: February 28, 2004

By:   /s/  Dr. Ron Robinson, CEO    
Dr. Ron Robinson  
Chief Executive Officer

Date: February 28, 2004

By:   /s/  John O'Keefe, CFO    
John O'Keefe, Chief Financial Officer