

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

FORM 12B-25

NOTIFICATION OF LATE FILING

(Check One)

- | | |
|--|--|
| <input type="checkbox"/> Form 10-K / 10-KSB | <input type="checkbox"/> Transition Report on Form 10-K / 10KSB |
| <input type="checkbox"/> Form 20-F | <input type="checkbox"/> Transition Report on Form 20F |
| <input type="checkbox"/> Form 11-K | <input type="checkbox"/> Transition Report on Form 11K |
| <input checked="" type="checkbox"/> Form 10-Q / 10-QSB | <input type="checkbox"/> Transition Report on Form 10-Q / 10-QSB |
| <input type="checkbox"/> Form N-SAR | |

For Period Ended: March 31, 2004 For the Transition Period: _____

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

Verdisys, Inc.

Full Name of Registrant

Former Name If Applicable

25025 I-45 North, Suite 525

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

The Woodlands, Texas 77380

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)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
 - (b) The subject annual report, semi-annual report, transition report on Form 10-K / 10-KSB Form 20-F, 11-K or Form N-SAR, 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 / 10-QSB, 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.
- [X]

PART III - NARRATIVE

State below in reasonable detail the reasons why the Form 10-K / 10-KSB, 20-F, 11-K, 10-Q / 10QSB, N-SAR, or the transition report portion thereof, could not be filed within the prescribed time period.

The registrant has provided financial data to the reviewing accountant in a timely manner, to permit the accountant sufficient time for review. However, due to the reviewing accountants unusually heavy workload this month, they have been unable to timely complete the required review of our 3-month period ended March 31, 2004. The company expects to file on or before the fifth calendar day following the prescribed due date.

A confirming letter from the reviewing accountant is attached as an exhibit to this Form 12b-25

PART IV - OTHER INFORMATION

- 1) Name and telephone number of persons to contact in regard to this notification.

<u>John O'Keefe, CFO</u>	<u>(281)</u>	<u>364-3999</u>
(Name)	(Area Code)	(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.

SIGNATURE

VERDISYS, INC.

(Name of Registrant as Specified in Charter)

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

Date: May 14, 2004

By: \s\ John O'Keefe
John O'Keefe, Chief Financial Officer