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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): August 5, 2009

N-VIRO INTERNATIONAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	0-21802 (Commission File Number)	34-1741211 (IRS Employer Identification No.)
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3450 W. Central Avenue, Suite 328 Toledo, Ohio (Address of principal executive offices)	43606 (Zip Code)
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Registrant's telephone number, including area code: (419) 535-6374

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

The information set forth under the caption "Comments at the Meeting" under Item 8.01 below are incorporated by reference under this Item 7.01.

Item 8.01. Other Events

On August 5, 2009, N-Viro International Corporation (the "Company") held its Annual Stockholders meeting. The matters on which the stockholders voted, in person or by proxy, were:

1. the election of four Class I directors to the board of directors;
2. Proposal #2, the adoption of an amendment to the Amended and Restated 2004 Stock Option Plan;
3. Proposal #3, the adoption of an amendment to the Second Amended and Restated Certificate of Incorporation; and
4. Proposal #4, the ratification of UHY LLP as our independent outside auditors for the fiscal year ending December 31, 2009.

Election of Board of Directors:

Director	Votes For	Votes Withheld	Votes Abstain	Approved / Not Approved
Mark Hagans	3,593,373	122,987	25,913	A
Carl Richard	3,595,462	120,898	25,913	A
Joseph Scheib	3,596,498	119,862	25,913	A
Joan Wills	3,569,880	116,650	55,742	A

Proposals #2 through #4:	Votes For	Votes Against	Votes Abstain	Approved / Not Approved
2	3,438,836	279,050	24,385	A
3	3,450,826	267,061	24,385	A
4	3,712,245	5,593	24,435	A

Comments at the Meeting

In comments to the stockholders attending the meeting, our Chief Executive Officer, Timothy Kasmoch, commented on certain business issues. In particular, Mr. Kasmoch reiterated his optimism on the subject of the Company's press release that morning, which announced a property purchase by the Company's related entity, Mahoning Valley N-Viro. He also expressed optimism over that the Company's developing N-Viro Fuel technology and believes a fuel-based facility will be well-received and hoped he would be speaking at next year's annual meeting with news on an operating or close-to-operating fuel facility. He also stated the next hurdle to the Company is the need for capital to grow this part of the business, and the Company was hopeful the new federal administration would provide easier access to funding to assist in the development of this clean technology.

Special Cautionary Note Regarding Forward-Looking Statements

The Company cautions that words used in this document such as "expects," "anticipates," "believes" and "may," as well as similar words and expressions used herein, identify and refer to statements describing events that may or may not occur in the future. These forward-looking statements and the matters to which they refer are subject to considerable uncertainty that may cause actual results to differ materially from those described herein. For example, while the Company expects business expansion projects to begin in an estimated time frame, such expectations are subject to adverse economic conditions and other factors outside of the Company's control. Further, the Company's ability to increase capabilities and expand capacity is subject to the ability of the Company or its partners to access sufficient capital to pay for this expansion, which will further depend on, among other factors, market acceptance. Our ability to achieve profitability of these projects could be negatively impacted if there is a lack of an adequate supply of waste or expenses increase above the Company's expectations - including fuel and transportation costs, labor costs and costs relating to the treatment and processing of the biosolids and creation of the N-Viro Soil or N-

Viro Fuel. In addition, while the Company believes that trends in "greener" energy solutions are moving in favor of the Company's technology, such trends may not continue or may never result in increased sales or profits to the Company because of the availability of competing products and other alternative energy source. All of these factors, and other factors, will affect the profitability of the Company. Additional information about these and other factors that may adversely affect these forward-looking statements are contained in the Company's reports, including its Annual Report on Form 10-K for the year ended December 31, 2008 and other filings with the Securities and Exchange Commission. The Company assumes no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

N-VIRO INTERNATIONAL CORPORATION

Dated: August 11, 2009

By: /s/ James K. McHugh
James K. McHugh
Chief Financial Officer