

Item 3.02 Unregistered Shares of Equity Securities

On May 18, 2009, the Board of Directors of N-Viro International Corporation (the "Company") approved an offering of up to \$1,000,000 of Convertible Debentures (the "Debentures"), convertible into common stock of the Company at \$2.00 per share. Between May 26, 2009 and June 9, 2009, as a part of the Company's continuing offering of the Debentures, the Company issued \$160,000 of Debentures to five (5) accredited investors.

THIS DESCRIPTION IN THIS FORM 8-K IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL ANY SECURITIES. ANY SUCH SOLICITATION TO SELL OR OFFER TO BUY ANY SECURITIES OF THE COMPANY WILL ONLY BE MADE PURSUANT TO APPROPRIATE OFFERING DOCUMENTS.

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: June 26, 2009

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