

Tran Van Thuy
Form 4
August 06, 2009

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Johanns Lawrence J

(Last) (First) (Middle)
2445 WINNETKA AVENUE
(Street)

GOLDEN VALLEY, MN 55427
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERITEC INC [VRTC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock				(A) Amount (D) Price	8,483,218	I	By The Matthews Group ⁽¹⁾
Common Stock	07/21/2009		A	50,000 ⁽²⁾ A \$ 0	129,250	D ⁽²⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Convertible Promissory Note	\$ 0.33	07/21/2009		P	\$ 331,500 (3)	07/21/2009 07/21/2010	Common Stock	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johanns Lawrence J 2445 WINNETKA AVENUE GOLDEN VALLEY, MN 55427		X		
Matthews Group, LLC 2445 WINNETKA AVENUE GOLDEN VALLEY, MN 55427		X		
Tran Van Thuy 2445 WINNETKA AVENUE GOLDEN VALLEY, MN 55427	X	X		

Signatures

/s/ Lawrence J. Johanns
08/06/2009
Date

/s/ Van Thuy Tran,
Member
08/06/2009
Date

/s/ Van Thuy Tran

08/06/2009

Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) The Matthews Group is a limited liability company, of which Van Tran and Larry Johanns are Members.
- (2) Shares granted to Van Tran.

- Reflects a Convertible Promissory Note issued to the Matthews Group LLC in the amount of \$331,500. The Note is convertible into the
- (3) Issuer's Common Stock, at the election of The Matthews Group, at the rate of 1 share of Common Stock for each \$0.33 of indebtedness at the time of election.

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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