

Fortress International Group, Inc.
 Form 4
 August 15, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
KITT BARRY M

2. Issuer Name and Ticker or Trading Symbol
 Fortress International Group, Inc.
 [FIGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/13/2008

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

C/O THE PINNACLE FUND,
 L.P., 4965 PRESTON PARK BLVD.
 SUITE 240

(Street)

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

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

PLANO, TX 75093

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$\$.0001 per share | 08/13/2008 | | S | | 1,100 | D \$ 1.8773 | 934,513 I (1) (2) By The Pinnacle Fund, L..P |
| Common Stock, par value \$\$.0001 per share | 08/13/2008 | | S | | 25,000 | D \$ 1.75 | 909,513 I (1) (2) By The Pinnacle Fund, L..P |

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

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(9-02)

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Warrants to purchase shares of Common Stock | \$ 5 | 08/13/2008 | | S | 57,118 | <u>(3)</u> 07/12/2009 | Common Stock, par value \$0.0001 per share | 57,118 |
| Warrants to purchase shares of Common Stock | \$ 5 | 08/14/2008 | | S | 1,750 | <u>(3)</u> 07/12/2009 | Common Stock, par value \$0.0001 per share | 1,750 |
| Warrants to purchase shares of Common Stock | \$ 5 | 08/15/2008 | | S | 18,200 | <u>(3)</u> 07/12/2009 | Common Stock, par value \$0.0001 per share | 18,200 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KITT BARRY M
C/O THE PINNACLE FUND, L.P.
4965 PRESTON PARK BLVD. SUITE 240
PLANO, TX 75093

X

Signatures

/s/ Barry M. Kitt

08/15/2008

**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).

- Barry M. Kitt exercises investment discretion and control over the shares of common stock of the issuer held by The Pinnacle Fund, L.P., a Texas limited partnership ("Pinnacle"). Mr. Kitt may be deemed to be the beneficial owner of the shares of common stock beneficially owned by Pinnacle. Mr. Kitt hereby disclaims beneficial ownership of the shares of common stock reported herein to the extent of his direct or indirect pecuniary interest therein, and this Form 4 shall not be deemed to be an admission that Mr. Kitt is the beneficial owner of the shares of common stock reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (1) This Form 4 is filed on behalf of Pinnacle and Barry M. Kitt. Pinnacle Advisers, L.P. ("Advisers") is the general partner of Pinnacle. Pinnacle Fund Management, LLC ("Management") is the general partner of Advisers. Mr. Kitt is the sole member of Management.
 - (2) Immediately.

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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