

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

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 1)\*

**CEMTREX, INC.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**15130G808**

(CUSIP Number)

**12/31/2024**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

**SCHEDULE 13G**

CUSIP No. 15130G808

1	<b>Names of Reporting Persons</b> Anson Funds Management LP
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> TEXAS

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 90,554.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 90,554.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 90,554.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 4.9 %	
12	Type of Reporting Person (See Instructions) IA, PN	

Comment for Type of Reporting Person: \*\*SEE ITEM 4(b).

### SCHEDULE 13G

CUSIP No.	15130G808
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1	Names of Reporting Persons Anson Management GP LLC	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization TEXAS	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 90,554.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 90,554.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 90,554.00	

10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 4.9 %
12	Type of Reporting Person (See Instructions) HC, OO

Comment for Type of Reporting Person: \*\*SEE ITEM 4(b).

### SCHEDULE 13G

CUSIP No.	15130G808
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1	Names of Reporting Persons Tony Moore	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 90,554.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 90,554.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 90,554.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 4.9 %	
12	Type of Reporting Person (See Instructions) HC, IN	

Comment for Type of Reporting Person: \*\*SEE ITEM 4(b).

### SCHEDULE 13G

CUSIP No.	15130G808
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1	<b>Names of Reporting Persons</b> Anson Advisors Inc.
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> ONTARIO, CANADA
Number of Shares Beneficially Owned by Each Reporting Person With:	5 <b>Sole Voting Power</b> 0.00
	6 <b>Shared Voting Power</b> 90,554.00
	7 <b>Sole Dispositive Power</b> 0.00
	8 <b>Shared Dispositive Power</b> 90,554.00
9	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 90,554.00
10	<b>Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>
11	<b>Percent of class represented by amount in row (9)</b> 4.9 %
12	<b>Type of Reporting Person (See Instructions)</b> FI, CO

Comment for Type of Reporting Person: \*\*SEE ITEM 4(b).

### SCHEDULE 13G

CUSIP No.	15130G808
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1	<b>Names of Reporting Persons</b> Amin Nathoo
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> CANADA (FEDERAL LEVEL)

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 90,554.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 90,554.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 90,554.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 4.9 %	
12	Type of Reporting Person (See Instructions) HC, IN	

Comment for Type of Reporting Person: \*\*SEE ITEM 4(b).

### SCHEDULE 13G

CUSIP No.	15130G808
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1	Names of Reporting Persons Moez Kassam	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization CANADA (FEDERAL LEVEL)	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 90,554.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 90,554.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 90,554.00	

10	<b>Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>
11	<b>Percent of class represented by amount in row (9)</b> 4.9 %
12	<b>Type of Reporting Person (See Instructions)</b> HC, IN

**Comment for Type of Reporting Person:** \*\*SEE ITEM 4(b).

#### AMENDMENT NO. 1 TO SCHEDULE 13G

This Amendment No. 1 (this "Amendment") to Schedule 13G (the "Schedule 13G") is being filed on behalf of Anson Funds Management LP (d/b/a Anson Funds), a Texas limited partnership, Anson Management GP LLC, a Texas limited liability company, Mr. Tony Moore, the principal of Anson Funds Management LP and Anson Management GP LLC, Anson Advisors Inc., an Ontario, Canada corporation, Mr. Amin Nathoo, a director of Anson Advisors Inc., and Mr. Moez Kassam, a director of Anson Advisors Inc., relating to Common Stock, \$0.001 par value (the "Common Stock"), of Cemtrex, Inc., a Delaware corporation (the "Issuer").

This Amendment relates to the Common Stock of the Issuer purchased by a private fund to which Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors (the "Fund"). Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors to the Fund and may direct the vote and disposition of the 90,554 shares of Common Stock underlying warrants held by the Fund. As the general partner of Anson Funds Management LP, Anson Management GP LLC may direct the vote and disposition of the 90,554 shares of Common Stock underlying warrants held by the Fund. As the principal of Anson Fund Management LP and Anson Management GP LLC, Mr. Moore may direct the vote and disposition of the 90,554 shares of Common Stock underlying warrants held by the Fund. As directors of Anson Advisors Inc., Mr. Nathoo and Mr. Kassam may each direct the vote and disposition of the 90,554 shares of Common Stock underlying warrants held by the Fund.

### SCHEDULE 13G

**Item 1.**

**(a) Name of issuer:**

CEMTREX, INC.

**(b) Address of issuer's principal executive offices:**

135 Fell Ct. Hauppauge, NY, 11788

**Item 2.**

**(a) Name of person filing:**

Anson Funds Management LP, Anson Management GP LLC, Mr. Tony Moore, Anson Advisors Inc., Mr. Amin Nathoo and Mr. Moez Kassam

**(b) Address or principal business office or, if none, residence:**

For Anson Funds Management LP, Anson Management GP LLC and Mr. Moore:

16000 Dallas Parkway, Suite 800  
Dallas, Texas 75248

For Anson Advisors Inc., Mr. Nathoo and Mr. Kassam:

181 Bay St, Suite 4200  
Toronto, ON  
M5J 2T3

**(c) Citizenship:**

Anson Funds Management LP is a limited partnership organized under the laws of the State of Texas. Anson Management GP LLC is a limited liability company organized under the laws of the State of Texas. Mr. Moore is a United States citizen. Anson Advisors Inc. is a corporation organized under the laws of Ontario, Canada. Mr. Nathoo and Mr. Kassam are each Canadian citizens.

**(d) Title of class of securities:**

Common Stock, \$0.001 par value

**(e) CUSIP No.:**

15130G808

**Item 3.** If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

A non-U.S. institution that is the functional equivalent of any of the institutions listed in Section 240.13d-1 (b)(1)(ii)(A) through (I), so long as the non-U.S. institution is subject to a regulatory scheme that is substantially comparable to the regulatory scheme applicable to the equivalent U.S. institution.

**Item 4. Ownership**

(a) **Amount beneficially owned:**

(a) Anson Funds Management LP, Anson Management GP LLC, Mr. Moore, Anson Advisors Inc., Mr. Nathoo and Mr. Kassam are the beneficial owners of 90,554 shares of Common Stock underlying warrants held by the Fund.

(b) Anson Funds Management LP, Anson Management GP LLC, Mr. Moore, Anson Advisors Inc., Mr. Nathoo and Mr. Kassam are the beneficial owners of 4.9% of the outstanding shares of Common Stock, which includes shares of Common Stock underlying outstanding warrants (each, a "Warrant," and collectively, the "Warrants") held by Anson Funds Management LP, Anson Management GP LLC, Mr. Moore, Anson Advisors Inc., Mr. Nathoo and Mr. Kassam. Each Warrant includes a beneficial ownership limitation. The Warrants may not be exercised to the extent the Reporting Persons would, in the case of some of the Warrants, beneficially own more than 4.99%. The beneficial ownership set forth herein takes into account the foregoing limitation. This percentage is determined by dividing 90,554 by 1,814,716, which is the sum of: (i) 1,724,162 shares of Common Stock issued and outstanding, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on December 30, 2024; and (ii) 90,554, the number of shares of Common Stock receivable by the Fund upon exercise of the Warrants.

(c) Anson Funds Management LP and Anson Advisors Inc., as the co-investment advisors to the Fund, may direct the vote and disposition of the 90,554 shares of Common Stock held by the Fund. Anson Management GP LLC, as the general partner of Anson Funds Management LP, may direct the vote and disposition of the 90,554 shares of Common Stock held by the Fund. As the principal of Anson Funds Management LP and Anson Management GP LLC, Mr. Moore may direct the vote and disposition of the 90,554 shares of Common Stock held by the Fund. Mr. Nathoo and Mr. Kassam, each as a director of Anson Advisors Inc., may direct the vote and disposition of the 90,554 shares of Common Stock held by the Fund.

(b) **Percent of class:**

See Item 4(a) above. %

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:**

See Item 4(a) above.

(ii) **Shared power to vote or to direct the vote:**

See Item 4(a) above.

(iii) **Sole power to dispose or to direct the disposition of:**

See Item 4(a) above.

(iv) **Shared power to dispose or to direct the disposition of:**

See Item 4(a) above.

**Item 5. Ownership of 5 Percent or Less of a Class.**

Ownership of 5 percent or less of a class

**Item 6. Ownership of more than 5 Percent on Behalf of Another Person.**

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

[See description regarding the Fund in the introduction, which is incorporated by reference herein.](#)

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

[See description of control persons of Anson Funds Management LP and Anson Advisors Inc. in the introduction, which is incorporated by reference herein.](#)

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certifications:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Anson Funds Management LP**

Signature: **By: Anson Management GP LLC, its general partner,  
By: /s/ Tony Moore**  
Name/Title: **Tony Moore, Manager**  
Date: **02/14/2025**

**Anson Management GP LLC**

Signature: **By: /s/ Tony Moore**  
Name/Title: **Tony Moore, Manager**  
Date: **02/14/2025**

**Tony Moore**

Signature: **/s/ Tony Moore**  
Name/Title: **Tony Moore**  
Date: **02/14/2025**

**Anson Advisors Inc.**

Signature: **By: /s/ Amin Nathoo**  
Name/Title: **Amin Nathoo, Director**  
Date: **02/14/2025**



**Signature:** By: /s/ Moez Kassam  
**Name/Title:** Moez Kassam, Director  
**Date:** 02/14/2025

Amin Nathoo

**Signature:** /s/ Amin Nathoo  
**Name/Title:** Amin Nathoo  
**Date:** 02/14/2025

Moez Kassam

**Signature:** /s/ Moez Kassam  
**Name/Title:** Moez Kassam  
**Date:** 02/14/2025