
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report April 15, 2015
Commission File Number: 00053238



Cemtrex Inc.

(Exact name of small business issuer as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

30-0399914

(IRS Employer Identification No.)

19 Engineers Lane, Farmingdale, New York 11735

(Address of principal executive offices)

(631) 756-9116

(Registrant's Telephone number)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 3.03. Material Modification to Rights of Security Holders.

The information set forth below under Item 8.01 is hereby incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth below under Item 8.01 is hereby incorporated by reference into this Item 5.03.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The information set forth below under Item 8.01 is hereby incorporated by reference into this Item 5.07.

Item 8.01. Other Events.

On April 3, 2015 Centrex, Inc. (the "Company") adopted a Shareholder Resolution to permit the Company's Board of Directors, in its sole discretion, to file a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation, as amended (the "Charter Amendment"), to effect a 1-for-6 reverse split of the outstanding shares of the Company's common stock (the "Reverse Stock Split").

On April 6, 2015, the Company filed the Charter Amendment with the Delaware Secretary of State to effect the Reverse Stock Split. As a result, every six outstanding shares of the Company's common stock combined automatically into one share of common stock. Each stockholder's percentage ownership in the Company and proportional voting power remains unchanged after the Reverse Stock Split, except for minor changes and adjustments resulting from the treatment of fractional shares. The Charter Amendment is filed as Exhibit 3.1, to this Current Report on Form 8-K and is incorporated herein by reference.

On April 14, 2015, the Company announced that it had effected the Reverse Stock Split and that trading in its common stock on the New York Stock Exchange on a split-adjusted basis would begin on the morning of April 15, 2015. This press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, of Centrex, Inc.
99.1	Press Release dated April 14, 2015

SIGNATURES

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

Date: *April 15, 2015*

Centrex Inc.

By: /s/ Saagar Govil
Name: Saagar Govil
Title: CEO

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 09:57 AM 04/06/2015
 FILED 09:57 AM 04/06/2015
 SRV 150466939 - 2888556 FILE

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

CEMTREX INC.

Under Section 242 of the Delaware general Corporation Law

CEMTREX Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") hereby certifies as follows:

1. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 27, 1998 as amended.

The amendment of the certificate of incorporation effected by this certificate of amendment is as follows:

2. The certificate of incorporation of the Corporation is hereby amended by striking out Article IV thereof and by substituting in lieu of said Article IV the following new Article IV:

"ARTICLE 4. CAPITAL STOCK. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Thirty Million (30,000,000), consisting of Twenty Million (20,000,000) shares of Common Stock, par value \$.001 per share ("Common Stock"), and ten million (10,000,000) shares of Preferred Stock, par value \$.001 per share ("Preferred Stock"). Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

On the effective date of the Certificate of Amendment of Certificate of Incorporation, ("Effective Time") every six (6) share of Corporation's issued and outstanding common stock will be automatically converted into one (1) issued and outstanding share of common stock, without any change in par value per share, ("Reverse Stock Split") and without any further action by the Corporation or the holder thereof, provided that no fractional shares will be issued to any holder and that instead of issuing such fractional shares, the Corporation shall round shares up to the nearest whole number (after aggregating all fractional shares to be received by a holder). The Reverse Stock Split will affect all shares of the Company's common stock outstanding immediately prior to the Effective Time, as well as the number of shares of common stock available for issuance upon the exercise of outstanding stock options. In addition, Reverse Stock Split will effect a reduction in the number of shares of common stock issuable upon the conversion of all convertible notes into common stock outstanding immediately prior to the Effective Time of the Reverse Stock Split. As a result, each stockholder's percentage ownership interest and proportional voting power remains unchanged and the rights and

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privileges of the holders of the Company's common stock are unaffected. Stockholders are not required to take any action.

The designations of the Preferred Stock and the powers, preferences, qualifications, limitations or restrictions, and relative rights thereof shall be as follows:

Shares of Preferred Stock may be issued from time to time in one or more series of any number of shares as may be determined from time to time by the Board of Directors; provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock authorized by this Certificate of Incorporation. Each series of Preferred Stock shall be distinctly designated. The voting powers, if any, of each such series and the preferences and relative, participating, option and other special rights of each such series and qualifications, limitations and restrictions thereof, if any, may differ from those of any and all other series at any time outstanding; and the Board of Directors is hereby expressly granted authority to fix, in the resolution or resolutions providing for the issue of a particular series of Preferred Stock, the voting powers, if any, of each such series and the designations, preferences and relative, participating, option and other special rights of each such series and qualifications, limitations and restrictions thereof to the full extent now or hereafter permitted by this Certificate of Incorporation and the laws of the State of Delaware, including (but without limiting the generality of the foregoing) the following:

- (1) the designation of such series;
- (2) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any class or classes or on any other series of any class or classes of capital stock of the Corporation, and whether such dividends shall be cumulative or non-cumulative;
- (3) whether the shares of such series may be redeemed by the Corporation, and if so, the times, prices and other terms and conditions of such redemption;
- (4) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
- (5) whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any series of any class or classes of capital stock of the Corporation, and, if the provision be made for conversion or exchange, the times, prices, rates, adjustments and other terms and condition of such conversion or exchange;
- (6) the restrictions and conditions, if any, upon the series or reissue of any additional Preferred Shares ranking on a parity with or prior to such shares as to dividends or upon dissolution;
- (7) the rights of the holders of the shares of such series upon the liquidation or distribution of assets of the Corporation, which rights may be different in the case of a voluntary liquidation than in the case of an involuntary liquidation

Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolutions of the Board creating any series of Preferred Shares, the holders of any such series shall have no voting power whatsoever."

4. The amendment of the certificate of incorporation herein certified have been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on April 3, 2015.


Name: Sangar Goyal, President/CEO



Cemtrex (OTC: CTEI) Announces Reverse Stock Split in Preparation for Planned Uplisting to NASDAQ Exchange

08:35 ET from [Cemtrex](#)

FARMINGDALE, N.Y., April 14, 2015 /PRNewswire/ — Cemtrex Inc. (www.cemtrex.com) announced today that in preparation for its planned uplisting to the NASDAQ CM Exchange, it is effecting a 1 for 6 reverse stock split of its common stock, to be effective for trading purposes as of the commencement of trading on April 15th, 2015. As of this date, every six (6) shares of issued and outstanding common stock will be converted into one (1) share of common stock.

As of the market open on April 15th, the common stock will be trading under a new CUSIP number (15130G303), although the Company's ticker symbol, CTEI, will remain unchanged. However, the company's shares of common stock will trade on the OTCQC Marketplace under symbol, "CTEID", with the "D" added for the next 20 trading days to signify the stock split.

"Many of our shareholders and investors have supported our interest in moving Cemtrex to the NASDAQ Capital Markets exchange," said Saagar Govil, Chairman and Chief Executive Officer of Cemtrex. He continued, "We view this reverse split as one of the last remaining steps in meeting the requirements to be on the exchange and are working to get this important company milestone completed swiftly. Uplisting to a major exchange like NASDAQ will better enable us to attract a broader range of institutional investors and increase share liquidity."

As a result of the Reverse Split, the total issued and outstanding common shares will be reduced from approximately 40.7 million shares to approximately 6.8 million, subject to adjustment for fractional shares. No fractional shares will be issued in connection with the reverse stock split. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share.

Stockholders who hold their shares in brokerage accounts or "street name" will have their shares automatically adjusted to reflect the reverse stock split. Holders of share certificates will receive instructions from the company's transfer agent, First American Stock Transfer, Inc. with specific instructions regarding the exchange of shares. Stockholders should direct any questions concerning the Reverse Split to their broker or the Company's transfer agent, First American Stock Transfer, (602) 485-1346.

About Cemtrex, Inc.

Cemtrex, Inc. (OTC: CTEI) is a diversified technology company that provides a wide array of solutions to meet today's industrial challenges. Cemtrex, through its wholly owned subsidiaries provides electronic manufacturing services of custom engineered printed circuit board assemblies, emission monitors & instruments for industrial processes, and environmental control & air filtration systems for industries & utilities.

Safe Harbor Statement

This press release contains forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of risks and uncertainties. Statements made herein are as of the date of this press release and should not be relied upon as of any subsequent date.

For further information, please contact:

Investor Relations
Cemtrex, Inc.
Phone: 631-756-9116

SOURCE Cemtrex

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