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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of report (Date of earliest event reported): December 12, 2016

Commission File Number: 001-37464



**Centrex Inc.**

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of incorporation)

30-0399914

(IRS Employer Identification No.)

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19 Engineers Lane, Farmingdale, New York

(Address of principal executive offices)

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11735

(Zip code)

Registrant's telephone number, including area code 631-756-9116

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 7.01 Regulation FD Disclosure**

On December 12, 2016, Cemtrex Inc. (the “Company”) issued a press release announcing its intention to conduct a subscription rights offering and certain important dates for the offering. The rights offering will be made pursuant to the Company’s effective registration statement on Form S-1 (Reg. No. 333-213369) on file with the U.S. Securities and Exchange Commission (the “SEC”). A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Neither this Current Report on Form 8-K nor such press release constitutes an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any proposed offering referenced herein will be made only by means of a prospectus.

In accordance with General Instruction B.2 of Form 8-K, the information contained in Exhibit 99.1 furnished as an exhibit hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section, and shall not be deemed incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	Press Release dated December 12, 2016.

*Certain statements contained in this Form 8-K, including all statements other than statements of historical fact, may constitute “forward-looking statements.” In addition to the uncertainty of all forward-looking information, there are specific risks identified in the above-referenced registration statement on Form S-1 that the Company faces that could cause actual results to be materially different from those that may be set forth in forward-looking statements made by the Company. There also may be additional risks that the Company does not presently know or that it currently believes are immaterial that could also impair its business and results of operations. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as required by federal securities law, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

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**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.

**Centrex Inc.**

Date: *December 13, 2016*

By: */s/ Saagar Govil*

Name: *Saagar Govil*

Title: *President and CEO*

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**Cemtrex Announces Important Dates for  
Upcoming Subscription Rights Offering**

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FARMINGDALE, NY, December 12, 2016 – Cemtrex, Inc. (NasdaqCM: CETX) today announced that its board of directors has approved a non-transferable subscription rights offering. The offering will allow Cemtrex’s stockholders of record to purchase units, each consisting of one share of series 1 preferred stock, paying cumulative dividends at the rate of 10% of the purchase price per year, and two five-year series 1 warrants, upon the exercise of subscription rights at \$10.00 per unit. Cemtrex is conducting the rights offering primarily to raise additional capital to supplement its operating cash flows to fund new product development, as well as its acquisition growth plan. Cemtrex has chosen to give stockholders of record the opportunity to purchase additional securities to maintain their current percentage ownership in the Company and provide capital at these price levels. Cemtrex intends to offer up to 1,500,000 units, giving stockholders the opportunity to subscribe to up to 1,500,000 shares of its series 1 preferred stock and warrants to purchase up to 3,000,000 shares of common stock, each of which is expected to trade in the over-the-counter market and be quoted on the OTCQB marketplace.

The rights offering will be made by a distribution of one non-transferable subscription right for every two shares of common stock owned on the record date, plus one additional right for any balance of less than two shares held. The distribution of the subscription rights settles T+3, so in order to be considered a stockholder of record, holders must own the common stock in their brokerage account as of 4:00 p.m., Eastern time, on Tuesday, December 20, 2016, which is three trading days before the record date of Friday, December 23, 2016.

The proposed rights offering will include an over-subscription privilege, which will entitle each rights holder that exercises its basic subscription privilege in full the right to purchase additional units that remain unsubscribed at the expiration of the rights offering, if any. Both the basic and over-subscription privileges are subject to proration. The basic and over-subscription privileges may be exercised during the subscription period from Wednesday, December 28, 2016, through 5:00 p.m., Eastern time, on Friday, January 20, 2017, subject to proration. Cemtrex may extend the offering up to an additional 30 days, in which case the offering would continue on a subscriptions first-in, first-served basis, with the potential for pro rata allocation of shares among participants subscribing on the day, if any, on which the offering becomes over-subscribed. If the rights offering is not fully subscribed following expiration of the rights offering, Source Capital Group, Inc., the dealer-manager for the rights offering, has agreed to use its commercially reasonable efforts to place any unsubscribed units at the subscription price for an additional period of up to 45 days.

Cemtrex recommends that current stockholders consider notifying their broker or financial advisor about the upcoming rights offering to ensure they will maximize their ability to participate in the rights offering.

The expected calendar is:

Tuesday, December 20, 2016	Ownership Day; must own CETX common stock by 4:00 p.m., Eastern time, to become a stockholder of record on the Record Date
Wednesday, December 21, 2016	Shares trade Ex-Right
Friday, December 23, 2016	Record Date
Wednesday, December 28, 2016	Subscription Period begins
Friday, January 20, 2017	Subscription Period expires at 5:00 p.m., Eastern time

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Cemtrex expects to enter into a dealer-manager agreement with Source Capital Group, Inc. to act as dealer-manager for the rights offering.

The rights offering will be made pursuant to Cemtrex's effective registration statement on Form S-1 (Reg. No. 333-213369) on file with the U.S. Securities and Exchange Commission (the "SEC"). The information herein is not complete and is subject to change. This press release is not an offer to sell these securities and is not soliciting an offer to buy these securities. The offering can be made only by a final prospectus. Investors should consider investment objectives, risks, charges, and expenses carefully before investing. The prospectus included in the registration statement contains this and additional information about Cemtrex and the rights offering, and rights holders should carefully read the prospectus before exercising their rights and investing. The prospectus may be found by clicking on the following link:

<https://www.sec.gov/Archives/edgar/data/1435064/000149315216015696/forms-1a.htm>

Requests for copies of the prospectus and questions from stockholders relating to the rights offering may be directed to the information agent for the rights offering, as follows:

**Information Agent**

Okapi Partners LLC  
1212 Avenue of the Americas, 24<sup>th</sup> Floor  
New York, NY 10036  
Tel.: (212) 297-0720 or (877) 259-6290 (toll-free)  
[centrex@okapipartners.com](mailto:centrex@okapipartners.com)

Source Capital Group invites any broker-dealers interested in participating in the rights offering to contact Source's syndicate department at [CETX@sourcegrp.com](mailto:CETX@sourcegrp.com).

**About Cemtrex**

Cemtrex, Inc. is a global, diversified industrial and manufacturing company that provides a wide array of solutions to meet today's technology challenges and is rapidly growing through acquisitions. Cemtrex provides manufacturing services of advanced custom-engineered electronics, industrial contracting services, monitoring instruments for industrial processes and environmental compliance, and equipment for controlling particulates, hazardous pollutants, and Greenhouse gases used in carbon trading globally. For more information, please visit [www.cemtrex.com](http://www.cemtrex.com).

**About Source Capital Group**

Source Capital Group, Inc. was founded in 1992 as a boutique investment banking firm specializing in small to medium-sized transactions, and continues to focus its investment banking activities in those segments of the market. Source Capital has grown to include businesses in general securities, emerging market securities, distressed and high-yield debt securities, investment management, mortgages, and business lending. Source Capital's mission is to provide excellent service and independent, unbiased, and tailor-made advice. Source Capital is registered as a broker-dealer with the SEC and in 50 states, the District of Columbia, and Puerto Rico, and is a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation.

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## Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements include all statements other than statements of historical fact. These forward-looking statements are inherently difficult to predict. Actual results, including all matters relating to the rights offering and all matters relating to our future financial results, could differ materially for a variety of reasons. Information about factors that could potentially affect our financial results is included in our registration statement, which is referred to above. These and our other subsequent filings with the SEC identify important factors that could cause our actual results to differ materially from those contained in our projections, estimates, and other forward-looking statements.

**Centrex, Inc. has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents that Centrex has filed or files in the future with the SEC for more complete information about Centrex and the offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, Centrex will arrange to send you the prospectus if you request it by calling the Information Agent at (212) 297-0720 or (877) 259-6290.**

## Investor Contacts

Okapi Partners LLC

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