
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): October 23, 2017

CEMTREX, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37464
(Commission
File Number)

30-0399914
(IRS Employer
Identification No.)

19 Engineers Lane
Farmingdale, New York
(Address of Principal Executive Offices)

11735
(Zip Code)

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

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:

- 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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CURRENT REPORT ON FORM 8-K
Cemtrex, Inc.

October 23, 2017

Item 8.01. Other Events.

On October 23, 2017, Cemtrex, Inc. issued a press release titled "Cemtrex Announces Revised Exchange Offer for Key Tronic Corp. Valued at \$11 per Share." A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this current report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The exhibit listed in the following Exhibit Index is filed as part of this current report.

Exhibit Number	Exhibit Description
99.1	Press release issued by Cemtrex, Inc. on October 23, 2017.

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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.

CEMTREX, INC.

Date: October 23, 2017

By: /s/ Saagar Govil

Saagar Govil
Chairman, President and Chief Executive Officer

CEMTREX ANNOUNCES REVISED EXCHANGE OFFER FOR KEY TRONIC CORP. VALUED AT \$11 PER SHARE

FARMINGDALE, NY, October 23, 2017 – Centrex, Inc. (Nasdaq: CETX) today announced a revised exchange offer, valued substantially higher at \$11 per share, to acquire Key Tronic Corporation (Nasdaq: KTCC) by offering to exchange each outstanding share of Key Tronic common stock for one series 2 unit consisting of (i) one \$10 4% debenture due 2024 and (ii) one third (1/3rd) share of Centrex common stock. The purpose of the offer is for Centrex to acquire control of, and ultimately the entire interest in, Key Tronic.

Exchange Price: 1 share of KTCC common stock for each CETX Series 2 Unit

Every Centrex series 2 unit offered for each outstanding share of Key Tronic common stock will consist of the following:

- (i) One \$10 principal amount of 4% subordinated debenture due 2024, and
- (ii) One third (1/3rd) share of Centrex common stock

On Friday, October 20: KTCC closed at \$6.91 per share of common stock.
 CETX closed at \$2.92 per share of common stock

This revised offer with Centrex's series 2 units equals \$11 per KTCC share which represents an approximate 58.8% premium to Friday's \$6.91 closing price of KTCC's common shares. The Centrex debenture will pay quarterly interest, be subordinated only to senior bank indebtedness, contain certain covenants and are intended to be listed for trading on OTC or NASDAQ, as appropriate. Centrex will seek to get them trading as soon as reasonably possible post-closing. All fractional shares of Centrex stock shall be adjusted up or down to a whole number.

Centrex believes its business model and financial resources would construct an optimal platform for the combined company to create long-term value for all stockholders.

This revised exchange offer is the first step in Centrex's plan to acquire all of the outstanding shares of Key Tronic, which may not be completed through this offering and may be accomplished through one or more transactions following this offering although no assurance can be given that Centrex will be able to gain control of Key Tronic. The complete terms and conditions of the exchange offer shall be set forth in an amended Form S-4 registration statement when filed, with the Securities and Exchange Commission.

About the Exchange Offer

The exchange offer is conditioned upon, among other things, the registration statement for the issuance of Centrex debentures and common stock in the exchange offer being declared effective by the Securities and Exchange Commission and, to the extent required by the rules of the Nasdaq Stock Market, stockholder approval of the issuance of Centrex securities in the offer, which the executive officers and directors of Centrex have the voting power to approve. A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

This press release is for informational purposes only and is neither an offer to sell nor a solicitation of an offer to buy any securities. Any exchange offer will be made only through a registration statement and related materials. Investors and stockholders of Key Tronic are advised to read this registration statement and other disclosure materials (including other disclosure materials when they become available) carefully because they will contain (and will contain) important information. Investors and stockholders may obtain a free copy of the disclosure materials and other documents filed by Centrex with the Securities and Exchange Commission at the SEC's website at www.sec.gov. A free copy of the disclosure materials and other documents of Centrex may also be obtained from Centrex upon request by directing such request to Okapi Partners LLC, the Exchange Agent for the exchange offer:

Okapi Partners LLC
1212 Avenue of the Americas, 24th Floor
New York, NY 10036
Banks and brokerage firms, please call: (212) 297-0720
Stockholders and all others call toll-free: (855) 208-8901
Email: centrex@okapipartners.com

About Centrex

Centrex, Inc. (NASDAQ: CETX) is an international diversified industrial and manufacturing company that provides a wide array of solutions to meet today's technology challenges. Centrex provides manufacturing services of advanced custom engineered electronics design and manufacturing services, comprehensive industrial services, monitoring instruments for industrial processes and environmental compliance, and systems for controlling particulates, hazardous gases, emissions of Greenhouse gases, and other regulated pollutants. The Company is also in the process of developing its own proprietary IoT and wearable devices. For more information about Centrex, please visit www.centrex.com.

Forward-Looking Statements

This release contains forward-looking statements relating to Centrex's exchange offer for all of the outstanding shares of Key Tronic common stock and Centrex's expectations with regard to the proposed transaction. These forward-looking statements are based on Centrex's current intent, expectations, estimates and projections and are not guarantees of future performance. These statements involve risks, uncertainties, assumptions and other factors that are difficult to predict and that could cause actual results to vary materially from those expressed in or indicated by them. In addition, some factors are beyond Centrex's control. Factors that could cause actual results to differ materially from the statements made in this release include, among others: (i) the willingness of Key Tronic shareholders to tender their shares in the exchange offer and the number and timing of shares tendered; (ii) the satisfaction, or waiver by Centrex to the extent legally permissible, of all conditions to the exchange offer; (iii) Centrex's and Key Tronic's ability to receive any and all necessary approvals, including any necessary governmental or regulatory approvals; and (iv) other factors as described in filings with the Securities and Exchange Commission, including the factors to be discussed under the heading "Risk Factors" in Centrex's registration statement on Form S-4 as filed with the Securities and Exchange Commission.

Contact:

For further information, please contact:

Investor Relations
Centrex, Inc.
Phone: 631-756-9116
investors@centrex.com
