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

FORM 8-K/A

Amendment No. 2

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

Date of report (Date of earliest event reported): June 8, 2018 (March 23, 2018)

Commission File Number: 001-37464



(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)

6317569116

(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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Explanatory Note

This Current Report on Form 8-K/A amends the Current Report on Form 8-K of Centrex, Inc. (the “Company”) filed with the Securities and Exchange Commission on March 26, 2018 (the “Original Report”) and amended on June 6, 2018 (the “Amended Report”) related to the completion of the Company’s investment in Vicon Industries, Inc. This amendment is being supplied to correct an error in Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits

(b) Pro Forma Financial Information. The unaudited pro forma combined balance sheet as of December 31, 2017 and unaudited pro forma combined statements of operations for the twelve months ended September 30, 2017 and for the three months ended December 31, 2017, in each case giving effect to the acquisition of Vicon had occurred as of the beginning of the initial period presented, is attached hereto as Exhibit 99.2 and incorporated herein by reference.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.2	Unaudited Pro Forma Financial Information listed in Item 9.01(b).

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: *June 8, 2018*

By: */s/ Saagar Govil*

Name: *Saagar Govil*

Title: *CEO*

UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

On March 23, 2018 the Company acquired an approximately 46% stake in Vicon Industries, Inc. ("Vicon") based in Hauppauge New York. Vicon a global producer of video management systems and system components for use in security, surveillance, safety and communication applications by a broad group of end users worldwide. Vicon's product line consists of various elements of a video system, including DVR's, NVR's, video encoders, decoders, servers and related video management software, data storage units, analog, digital and HD megapixel fixed and robotic cameras, virtual and analog matrix video switchers and controls, and system peripherals.

The unaudited pro forma financial information, prepared by Cemtrex, Inc., presents the historical consolidated balance sheet and statement of operations of the Company adjusted to reflect the Company's acquisition of approximately 46% of the issued and outstanding shares of Vicon in exchange for 1,012,625 share of the Company's common stock

The unaudited proforma consolidated balance sheet gives effect to the investment as if it had occurred on December 31, 2017. The unaudited pro forma statements of operations for the three months ended December 31, 2017 and for the year ended September 31, 2017 gives effect to the investment as if it had occurred as of the beginning of the initial period presented.

The pro forma combined financial information is unaudited, and is not necessarily indicative of the consolidated results that actually would have occurred if the investment had been consummated at the beginning of the periods presented, nor does it purport to present the future financial position and results of operations for future periods.

PRO-FORMA CONSOLIDATED BALANCE SHEET
December 31, 2017

	<u>Centrex Inc.</u>	<u>Equity investment in Vicon (Note 1)</u>	<u>Combined Proforma</u>
ASSETS			
Current Assets			
Cash & equivalents	\$ 12,416,993		\$ 12,416,993
Restricted cash	1,582,345		1,582,345
Accounts receivable, net	17,840,344		17,840,344
Inventory -net of allowance for inventory obsolescence	12,850,015		12,850,015
Prepaid expenses & other current assets	2,503,311		2,503,311
Total Current Assets	<u>47,193,008</u>	-	<u>47,193,008</u>
Property & equipment, net	22,384,454		22,384,454
Goodwill	3,322,818		3,322,818
Investment in Vicon	-	2,913,930(1a)	2,913,930
Other	400,875		400,875
Total Assets	<u>\$ 73,301,155</u>	<u>\$ 2,913,930</u>	<u>\$ 76,215,085</u>
LIABILITIES AND STOCKHOLDERS EQUITY			
Current Liabilities			
Accounts payable	\$ 7,604,475		\$ 7,604,475
Credit card payable	132,437		132,437
Sales tax payable	723,894		723,894
Revolving line of credit	3,992,282		3,992,282
Accrued expenses	3,045,079		3,045,079
Deferred revenue	484,005		484,005
Accrued income taxes	1,496,379		1,496,379
Current portion of long-term liabilities	2,090,821		2,090,821
Total Current Liabilities	<u>19,569,372</u>	-	<u>19,569,372</u>
Long term- Liabilities			
Loans payable to bank	4,917,939		4,917,939
Notes payable	2,396,223		2,396,223
Mortgage payable	3,842,136		3,842,136
Total long-term liabilities	<u>11,156,298</u>		<u>11,156,298</u>
Deferred tax liabilities	<u>1,891,000</u>		<u>1,891,000</u>
Total Liabilities	32,616,670	-	32,616,670
Commitments & Contingencies			
Stockholders' Equity			
Preferred stock , \$0.001 par value, 10,000,000 shares authorized,			
Series A, 1,000,000 shares authorized, issued and outstanding at December 31, 2017	1,000		1,000
Series 1, 3,000,000 shares authorized, 1,822,660 shares issued and outstanding as of December 31, 2017	1,823		1,823
Common stock, \$0.001 par value, 20,000,000 shares authorized, 10,553,522 shares issued and outstanding at December 31, 2017	10,553	1,013 (1b)	11,566
Additional paid-in capital	25,023,320	2,912,917(1b)	27,936,237
Retained earnings	15,150,236		15,150,236
Accumulated other comprehensive income	497,553		497,553
Total Stockholders' Equity	<u>40,684,485</u>	<u>2,913,930</u>	<u>43,598,415</u>
Total Liabilities & Stockholders' Equity	<u>\$ 73,301,155</u>	<u>\$ 2,913,930</u>	<u>\$ 76,215,085</u>

See Accompanying Notes to Proforma Combined Financial Statements.

**PRO-FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED DECEMBER 31, 2017**

	<u>Centrex Inc.</u>	<u>Equity investment in Vicon (Note 2)</u>	<u>Proforma consolidated</u>
Revenues			
Total revenues	\$ 32,381,900		\$ 32,381,900
Cost of revenues			
Total cost of revenues	<u>21,857,408</u>		<u>21,857,408</u>
Gross profit	10,524,492		10,524,492
Operating expenses			
Selling, general and administrative	9,507,584		9,507,584
Research and development	149,217		149,217
Equity loss form Vicon	<u>-</u>	<u>(604,363)(2a)</u>	<u>(604,363)</u>
Total operating expenses	<u>9,656,801</u>	<u>(604,363)</u>	<u>10,261,164</u>
Operating income/(loss)	867,691	(604,363)	263,328
Other income (expenses)			
Other Income (expense)	291,767		291,767
Interest Expense	<u>(368,461)</u>		<u>(368,461)</u>
Total other income/(expense),	(76,694)		(76,694)
Income/(loss) before income taxes	790,997	(604,363)	186,634
Income tax expense/(benefit), net	<u>59,006</u>		<u>59,006</u>
Net income available to common shareholders	<u>\$ 731,991</u>	<u>\$ (604,363)</u>	<u>\$ 127,628</u>
Income/(loss) per common share			
- basic	<u>\$ 0.07</u>		<u>\$ 0.01</u>
-diluted	<u>\$ 0.07</u>		<u>\$ 0.01</u>
Weighted average common shares outstanding			
- basic	<u>10,486,770</u>	<u>1,012,625(2b)</u>	<u>11,499,395</u>
-diluted	<u>10,644,723</u>	<u>1,012,625(2b)</u>	<u>11,657,348</u>

See Accompanying Notes to Proforma Combined Financial Statements.

**PRO-FORMA COMBINED STATEMENT OF OPERATIONS
FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2017**

	Cemtrex Inc.	Equity investment in Vicon (Note 3)	Proforma consolidated
Revenues			
Total revenues	\$ 120,628,200		\$ 120,628,200
Cost of revenues			
Total cost of revenues	80,714,648		80,714,648
Gross profit	39,913,552		39,913,552
Operating expenses			
Selling, general and administrative	34,797,874		34,797,874
Research and development	-		-
Equity loss form Vicon	-	(3,225,327)(3a)	(3,225,327)
Total operating expenses	34,797,874	(3,225,327)	38,023,201
Operating income/(loss)	5,115,678	(3,225,327)	1,890,351
Other income (expenses)			
Other Income (expense)	313,837		313,837
Interest Expense	(923,952)		(923,952)
Total other income/(expense),	(610,115)		(610,115)
Income/(loss) before income taxes	4,505,563	(3,225,327)	1,280,236
Income tax expense/(benefit), net	917		917
Net income/(loss)	\$ 4,504,646	\$ (3,225,327)	\$ 1,279,319
Preferred dividends paid	\$ 1,200,871		\$ 1,200,871
Net income available to common shareholders	\$ 3,303,775	\$ (3,225,327)	\$ 78,448
Income/(loss) per common share			
- basic	\$ 0.33		\$ 0.01
-diluted	\$ 0.32		\$ 0.01
Weighted average common shares outstanding			
- basic	10,013,378	1,012,625(3b)	11,026,003
-diluted	10,175,736	1,012,625(3b)	11,188,361

See Accompanying Notes to Proforma Combined Financial Statements.

NOTES TO PRO-FORMA COMBINED FINANCIAL STATEMENTS (unaudited)

Note 1. Equity Investment in Vicon Industries, Inc. – Balance Sheet Adjustments

The investment in Vicon will be accounted for using the equity method of accounting. The Company acquired its 46% investment in Vicon through the issuance of 1,012,625 shares of its common stock with a value of \$2,913,930 based on the five-day weighted average price of the Company's common stock of the five business days immediately preceding the closing date.

- (a) Reflects the Company's equity method investment in Vicon which was determined based on the preliminary allocation of the purchase price of \$2,913,930 to the equity method investment.
- (b) Reflects the increase in common stock and additional paid-in capital resulting in the issuance of 1,012,625 new shares.

Note 2. Equity Investment in Vicon Industries, Inc. – Statement of Operations for the Three Months ended December 31, 2017, Adjustments

- (a) Reflects 46% of Vicon's net loss of \$1,313,833 for the three months ended December 31, 2017.
- (b) Reflects the issuance of 1,012,625 new shares of common stock.

Note 3. Equity Investment in Vicon Industries, Inc. – Statement of Operations for the year ended September 30, 2017, Adjustments

- (a) Reflects 46% of Vicon's net loss of \$7,011,580 for the year ended September 30, 2017.
- (b) Reflects the issuance of 1,012,625 new shares of common stock.

