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

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**FORM 8-K**

**CURRENT REPORT**

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

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Date of Report (Date of earliest event reported): February 8, 2019



**CENTREX, 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.)

30-30 47th Ave, Suite 520 Long Island City, NY

(Address of principal executive offices)

11101

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**CURRENT REPORT ON FORM 8-K**

**Centrex, Inc.**

**February 8, 2019**

**Item 8.01 Other Events.**

On January 4, 2019, the Company, in its capacity as a nominal defendant, entered into a Stipulation and Agreement of Settlement in the shareholder derivative actions filed in the U.S. District Court Eastern District of New York, *Desmond-Newman v. Govil, et al.*, Case No. 2:18-03992 and in New York State Supreme Court Suffolk County, *Alami v. Govil, et al.*, No. 606635/2017. On January 23, 2019, the Court issued an order preliminarily approving the proposed settlement and providing for the notice of the settlement to be made to Centrex shareholders.

The press release regarding the Notice of Proposed Settlement of Derivative Action and a copy of the Notice is attached to this Current Report on Form 8-K as Exhibit 99.1 and 99.2, respectively and is incorporated into this Item 8.01 by reference. The full Notice of Proposed Settlement of Derivative Action and Stipulation and Agreement of Settlement are available on Centrex's Investor Relations page (<https://www.centrex.com/investor-relations/>). The contents of the Company's corporate website shall not be deemed to be incorporated by reference into this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	<a href="#"><u>Press release regarding the Derivative Notice of Proposed Settlement, Dated February 8, 2019</u></a>
99.2	<a href="#"><u>Notice of Proposed Settlement of Derivative Action</u></a>

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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: February 8, 2019

By: /s/ Saagar Govil

Saagar Govil  
Chairman, President and Chief Executive Officer

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## Centrex Provides Notice of Proposed Settlement of Derivative Litigation

Long Island City, NY, February 8, 2019 – Centrex Inc. (Nasdaq: CETX, CETXP, CETXW), a leading global technology and manufacturing company, today announced that, on January 4, 2019, the Company, in its capacity as a nominal defendant, entered into a Stipulation and Agreement of Settlement (“Stipulation”) in the shareholder derivative actions filed in the U.S. District Court Eastern District of New York, *Desmond-Newman v. Govil, et al.*, Case No. 2:18-cv-03992 (JFB) (AYS), and in New York State Supreme Court Suffolk County, *Alami v. Govil, et al.*, No. 606635/2017 (collectively, “Derivative Litigation”).

Pursuant to the Stipulation, the Company will implement certain corporate governance changes and modify certain governance practices, and the Company’s insurer will pay \$100,000 to the plaintiffs’ counsel. Under the settlement, the Company and its shareholders will release all claims that were or could have been asserted in the Derivative Litigation, and the Company and the directors and officers of the Company named as defendants continue to deny any liability or wrongdoing in connection with the allegations contained in the Derivative Litigation.

On January 23, 2019, the Court issued an order preliminarily approving the proposed settlement and providing for the notice of the settlement to be made to Centrex shareholders. The full Notice of Proposed Settlement of Derivative Action and Stipulation and Agreement of Settlement are available on Centrex’s Investor Relations page (<https://www.centrex.com/investor-relations/>).

### **About Centrex**

Centrex, Inc. (NASDAQ: CETX) is a diversified technology company driving innovation in a wide range of sectors, including smart technology, virtual and augmented realities, advanced electronic systems, industrial solutions, and intelligent security systems. Centrex is the manufacturer of the SmartDesk, the world’s most advanced workstation. Find us on the web at [www.centrex.com](http://www.centrex.com).

### **Safe Harbor Statement**

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to Centrex’s proposed offering of securities. These forward-looking statements are based on management’s current expectations and are subject to certain risks and uncertainties, including those described in Centrex’s SEC periodic reports and other filings, that could cause actual results to differ materially from those set forth in or implied by such forward-looking statements. Statements made herein are as of the date of this press release and should not be relied upon as of any subsequent date.

### **Contact**

For further information, please contact:

Investor Relations  
Centrex, Inc.  
Phone: (631) 756-9116  
[investors@centrex.com](mailto:investors@centrex.com)

General Inquiries  
[sales@centrex.com](mailto:sales@centrex.com)

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UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

KELLY NICOLE DESMOND-NEWMAN,

Derivatively on Behalf of CEMTREX, INC.,

Civil Action: 2:18-cv-03992

Plaintiff,

vs.

SAAGAR GOVIL, ARON GOVIL, RAJU  
PANJWANI, SUNNY PATEL, and METODI FILIPOV,

**NOTICE TO CURRENT CEMTREX STOCKHOLDERS**

Defendants,

-and-  
CEMTREX, INC.,

Nominal Defendant.

**NOTICE OF PROPOSED SETTLEMENT OF DERIVATIVE ACTION**

**TO: ALL OWNERS OF CEMTREX, INC. (“CEMTREX” OR THE “COMPANY”) COMMON STOCK (TICKER SYMBOL: CETX) AS OF JANUARY 4, 2019, WHO CONTINUE TO OWN SUCH SHARES (“CURRENT CEMTREX STOCKHOLDERS”).**

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT AND DISMISSAL OF STOCKHOLDER DERIVATIVE LITIGATION AND CONTAINS IMPORTANT INFORMATION REGARDING YOUR RIGHTS.

IF THE COURT APPROVES THE SETTLEMENT AND DISMISSAL OF THE DERIVATIVE ACTION, STOCKHOLDERS OF CEMTREX WILL BE FOREVER BARRED FROM CONTESTING THE APPROVAL OF THE PROPOSED SETTLEMENT AND FROM PURSUING RELEASED CLAIMS.

THIS ACTION IS NOT A “CLASS ACTION.” THUS, THERE IS NO COMMON FUND UPON WHICH YOU CAN MAKE A CLAIM FOR A MONETARY PAYMENT.

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PLEASE TAKE NOTICE that this action is being settled on the terms in a Stipulation and Agreement of Settlement, dated January 4, 2019 (the “Stipulation”). The purpose of this Notice is to inform you of:

- the existence of this derivative action (the “Action”),
- the proposed settlement between the Plaintiffs<sup>1</sup> and Defendants reached in the Action (the “Settlement”),<sup>2</sup>
- the hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement,
- Plaintiffs’ Counsel’s application for fees and expenses, and
- Plaintiffs’ Service Awards.

This Notice describes what steps you may take in relation to the Settlement. This Notice is not an expression of any opinion by the Court about the truth or merits of Plaintiffs’ claims or Defendants’ defenses. This Notice is solely to advise you of the proposed Settlement of the Action and of your rights in connection with the proposed Settlement.

#### Summary

On January 4, 2019, Cemtrex, in its capacity as a nominal defendant, entered into the Stipulation in the Action. The Action had been filed derivatively on behalf of Cemtrex, in the United States District Court for the Eastern District of New York (the “Court”) against certain current and former directors and/or officers of the Company. The Stipulation and the Settlement, subject to the approval of the Court, is intended by the Settling Parties to fully, finally, and forever compromise, resolve, discharge, and settle the Released Claims and to result in the complete dismissal of the Action with prejudice, upon the terms and subject to the conditions set forth in the Stipulation. The proposed Settlement requires the Company to adopt certain additional corporate governance measures and procedures, as outlined in Exhibit A to the Stipulation, and provides that Defendants shall cause their insurer to pay a Fee and Expense Award to Plaintiffs’ Counsel of one hundred thousand dollars (\$100,000.00), including Service Awards to the Plaintiffs of one thousand dollars (\$1,000.00) each, to be paid from the Fee and Expense Award, subject to Court approval.

This notice is a summary only and does not describe all of the details of the Stipulation. For full details of the matters discussed in this summary, please see the full Stipulation posted on the Company’s website, <https://www.cemtrex.com/investor-relations/>, contact Plaintiffs’ Counsel at the address listed below, or inspect the full Stipulation filed with the Clerk of the Court.

#### What is the Lawsuit About?

The Action is brought derivatively on behalf of Cemtrex and alleges that the Individual Defendants breached their fiduciary duties by knowingly or recklessly making and/or causing Cemtrex to make false and misleading statements of material fact to the investing public and to engage in an improper stock promotion scheme.

#### Why is there a Settlement?

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<sup>1</sup> All capitalized terms used in this notice, unless otherwise defined herein, are defined as set forth in the Stipulation.

<sup>2</sup> The Settlement also includes the dismissal with prejudice of the related shareholder derivative action filed in the Supreme Court of the State of New York, County of Suffolk, captioned *Alamiv. Govil, et al., Index No. 606635/2017* (the “State Action”).

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The Court has not decided in favor of the Defendants or the Plaintiffs. Instead, both sides agreed to the Settlement to avoid the distraction, costs, and risks of further litigation, and because the Settlement provides substantial benefits to, and is in the best interests of, Cemtrex and its stockholders.

The Individual Defendants deny each and every allegation of wrongdoing or liability arising out of or relating in any way to the events, conduct, statements, acts, or omissions alleged in the Action. The Individual Defendants further assert that, at all times, they acted in good faith, and in a manner they reasonably believed to be and that was in the best interests of Cemtrex and Cemtrex's stockholders. The Individual Defendants assert that they have meritorious defenses to the claims in the Action. Nonetheless, the Individual Defendants have entered into the Stipulation, without admitting or conceding any fault, liability, wrongdoing, or damage whatsoever, in order to avoid the risks inherent in any lawsuit and the burden and expense of further litigation.

#### The Settlement Hearing and Your Right to Object to the Settlement

On January 23, 2019, the Court entered an order preliminarily approving the Stipulation and the Settlement contemplated therein (the "Preliminary Approval Order") and providing for the notice of the Settlement to be made to Cemtrex stockholders. The Preliminary Approval Order further provides that the Court will hold a hearing (the "Settlement Hearing") on May 22, 2019 at 1:30 p.m. before the Honorable Joseph F. Bianco, U.S. District Court, Eastern District of New York, Courtroom 1040, located at 100 Federal Plaza, Central Islip, New York 11722, to among other things: (i) determine whether the proposed Settlement is fair, reasonable and adequate and in the best interests of the Company and its stockholders; (ii) consider any objections to the Settlement submitted in accordance with this Notice; (iii) determine whether a Judgment substantially in the form attached as Exhibit D to the Stipulation should be entered dismissing all claims in the Action with prejudice, and releasing the Released Claims against the Released Persons; (iv) consider the agreed-to Fee and Expense Award to Plaintiffs' Counsel of attorneys' fees and the reimbursement of expenses; (v) consider the Service Awards to Plaintiffs, which will be funded from the Fee and Expense Award; and (vi) consider any other matters that may properly be brought before the Court in connection with the Settlement.

Any Current Cemtrex Stockholder who wishes to object to the fairness, reasonableness, or adequacy of the Settlement as set forth in the Stipulation, or to the proposed award of attorneys' fees and expenses, may file with the Court a written objection. An objector must at least fourteen (14) calendar days prior to the Settlement Hearing: (1) file with the Clerk of the Court and serve upon the below listed counsel a written objection to the Settlement setting forth (a) the nature of the objection; (b) proof of ownership of Cemtrex common stock as of January 4, 2019 and through the date of the Settlement Hearing, including the number of shares of Cemtrex common stock held and the date of purchase; (c) any and all documentation or evidence in support of such objection; and (d) the identities of any cases, by name, court, and docket number, in which the stockholder or his, her, or its attorney has objected to a settlement in the last three years; and (2) if intending to appear and requesting to be heard at the Settlement Hearing, he, she, or it must, in addition to the requirements of (1) above, file with the Clerk of the Court and serve on the below counsel (a) a written notice of his, her, or its intention to appear at the Settlement Hearing; (b) a statement that indicates the basis for such appearance; (c) the identities of any witnesses he, she, or it intends to call at the Settlement Hearing and a statement as to the subjects of their testimony; and (d) any and all evidence that would be presented at the Settlement Hearing. Any objector who does not timely file and serve a notice of intention to appear in accordance with this paragraph shall be foreclosed from raising any objection to the Settlement and shall not be permitted to appear at the Settlement Hearing, except for good cause shown.

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IF YOU MAKE A WRITTEN OBJECTION, IT MUST BE ON FILE WITH THE CLERK OF THE COURT NO LATER THAN May 8, 2019. The Clerk's address is:

Clerk of the Court  
U.S. DISTRICT COURT, EASTERN DISTRICT OF NEW YORK  
Courtroom 1040  
100 Federal Plaza  
Central Islip, NY 11722

YOU ALSO MUST DELIVER COPIES OF THE MATERIALS TO PLAINTIFFS' COUNSEL AND DEFENDANTS' COUNSEL SO THEY ARE RECEIVED NO LATER THAN May 10, 2019. Counsel's addresses are:

**Counsel for Plaintiffs in the Action:**

Thomas J. McKenna  
GAINNEY MCKENNA & EGLESTON  
440 Park Avenue South, 5th Floor  
New York, NY 10016

**Counsel for Plaintiff in the State Action:**

Timothy Brown  
THE BROWN LAW FIRM, P.C.  
240 Townsend Square  
Oyster Bay, NY 11771

**Counsel for Defendants:**

Douglas W. Greene  
BAKER & HOSTETLER LLP  
999 Third Avenue, Suite 3600  
Seattle, WA 98104

An objector may file an objection on his, her or its own or through an attorney hired at his, her or its own expense. If an objector hires an attorney to represent him, her or it for the purposes of making such objection, the attorney must serve a notice of appearance on the counsel listed above and file such notice of appearance with the Court no later than fourteen (14) calendar days before the Settlement Hearing.

Any objector who files and serves a timely, written objection in accordance with the instructions above, may appear at the Settlement Hearing either in person or through counsel retained at the objector's expense. Objectors need not attend the Settlement Hearing, however, in order to have their objections considered by the Court.

If you are a Current Centrex Stockholder and do not take steps to appear in this action and object to the proposed Settlement, you will be bound by the Judgment of the Court and will forever be barred from raising an objection to such settlement in this or any other action or proceeding, and from pursuing any of the Released Claims.

If you held Centrex common stock as of January 4, 2019 and continue to hold such stock, you may have certain rights in connection with the proposed Settlement. You may obtain further information by contacting counsel for Plaintiffs in the Action at: Thomas J. McKenna, Gainey McKenna & Egleston, 440 Park Avenue South, 5th Floor, New York, NY 10016, Telephone: (212) 983-1300, Email: [tjmckenna@gme-law.com](mailto:tjmckenna@gme-law.com); or Timothy Brown, The Brown Law Firm, P.C., 240 Townsend Square, Oyster Bay, NY 11771, Telephone: (516) 922-5427, Email: [tbrown@thebrownlawfirm.net](mailto:tbrown@thebrownlawfirm.net). **Please Do Not Call the Court or Defendants with Questions About the Settlement.**

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