

---

---

**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): June 12, 2019 (April 29, 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.)

276 Greenpoint Avenue, 2nd Floor  
Brooklyn, 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  [X]

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.  [ ]

---

---

**CURRENT REPORT ON FORM 8-K**

**Centrex, Inc.**

**June 12, 2019**

**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 29, 2019 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-8 reverse split of the outstanding shares of the Company’s common stock (the “Reverse Stock Split”).

On May 28, 2019, the Company filed the Charter Amendment with the Delaware Secretary of State to effect the Reverse Stock Split. As a result, every eight 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 June 13, 2019, the Reverse Stock Split will become effective and that trading in its common stock on the NASDAQ Capital Markets Exchange on a split-adjusted basis will begin on the morning of June 13, 2019. A 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	<a href="#">Certificate of Correction to the Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, of Centrex, Inc</a>
99.1	<a href="#">Press Release dated June 12, 2019</a>

---

**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: June 12, 2019

By: /s/ Saagar Govil

Saagar Govil  
Chairman, President and Chief Executive Officer

---



State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 04:39 PM 06/03/2019  
 FILED 04:39 PM 06/03/2019  
 SR 20195201296 - File Number 2888556

STATE OF DELAWARE  
 CERTIFICATE OF CORRECTION

Cemtrex Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

1. The name of the corporation is Cemtrex Inc.
2. That a Certificate of Amendment was filed by the Secretary of State of Delaware on 05/28/2019 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

3. The inaccuracy or defect of said Certificate is: (must be specific)


The stock split ratio was listed incorrectly.

4. Article 4 of the Certificate is corrected to read as follows:

ARTICLE 4. CAPITAL STOCK. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Forty Million (40,000,000) shares, consisting of (i) Twenty Million (20,000,000) shares of Common Stock, par value \$0.001 per share, and (ii) Twenty Million (20,000,000) shares of Preferred Stock, par value of \$0.001 per share. 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.

Effective at 12:01 a.m. on June 13, 2019 (the "Effective Time"), every eight (8) shares of common stock issued and outstanding immediately prior to the Effective Time ("Old Common Stock") shall automatically be combined, without any action on the part of the holder thereof, into one (1) validly issued, fully paid and non-assessable share of common stock ("New Common Stock"), subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares of common stock shall be issued in connection with the Reverse Stock Split. No stockholder of the Corporation shall transfer any fractional shares of common stock. The Corporation shall not recognize on its stock record books any purported transfer of any fractional share of common stock. No certificates representing fractional shares of New Common Stock will be issued in connection with the Reverse Stock Split. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock because they hold a number of shares not evenly divisible by the Reverse Stock Split ratio will automatically be entitled to receive an additional fraction of a share of New Common Stock to round up to the next whole share of New Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split. Each certificate that immediately prior to the Effective Time represented shares of Old Common Stock ("Old Certificates"), shall thereafter represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by the Old Certificate shall have been combined.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction this 3<sup>rd</sup> day of June, A.D. 2019.

By:   
Name: Saagar Govil  
Title: CEO

---



**Cemtrex Common Stock Reverse Split is Effective on June 13, 2019**

Cemtrex Inc. (Nasdaq: CETX, CETXP, CETXW), a leading global technology company, today announced that previously announced 6:1 reverse split of its outstanding common shares has been changed by the Company's board of directors to 8:1, effective at 9:00 a.m., EDT, on June 13, 2019.

The Company's board of directors changed the reverse stock split ratio to ensure that the Company shall meet with NASDAQ's compliance requirement for maintaining its common stock on the exchange. The Company's common stock will continue to trade under the symbol "CETX". Upon the effectiveness of the reverse stock split, every eight shares of issued and outstanding common stock before the open of business on June 13, 2019 will be combined into one issued and outstanding share of common stock, with no change in par value per share. The Company's common stock will open for trading on Nasdaq on June 13, 2019 on a post-split basis.

The reverse stock split will affect all issued and outstanding shares of the Company's common shares, as well as the number of shares of common shares available for issuance under the Company's stock options and warrants (CETXW). In addition, the reverse stock split will reduce the number of shares of common shares issuable upon the exercise of stock options or warrants outstanding immediately prior to the reverse split and correspondingly increase the respective exercise prices. The reverse stock split will affect all shareholders uniformly and will not alter any shareholder's percentage interest in the Company's equity.

Shareholders with questions may contact Clear Trust, LLC the Company's transfer agent by calling 813-235-4490.

**About Cemtrex**

Cemtrex, Inc. (CETX) is a diversified technology company that's driving innovation in a wide range of sectors, including smart technology, virtual and augmented realities, advanced electronic systems, industrial solutions, and intelligent security systems.

[www.cemtrex.com](http://www.cemtrex.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 our new product offerings or any proposed fundraising activities. These forward-looking statements are based on management's current expectations and are subject to certain risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by such forward looking statements. These risks and uncertainties include, but are not limited to: operational losses and negative cash flows; any need for additional financing; market acceptance of our products; our ability to manufacture and develop effective products and solutions; indebtedness to our lenders; current and future economic conditions that may adversely affect our business and customers; potential fluctuation of our revenues and profitability from period to period which could result in our failure to meet expectations; our ability to maintain adequate levels of working capital; our ability to incentivize and retain our current senior management team and continue to attract and retain qualified scientific, technical and business personnel; our ability to expand our product offerings or to develop other new products and services; our ability to generate sales and profits from current product offerings; rapid technological changes and new technologies that could render certain of our products and services to be obsolete; competitors with significantly greater financial resources; introduction of new products and services by competitors; challenges associated with expansion into new markets; and, other factors discussed under the heading "Risk Factors" contained in our Form 10-K filed with the Securities and Exchange Commission. All information in this press release is as of the date of the release and we undertake no duty to update this information unless required by law.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20190612005070/en/>

**Contact:**

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

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

---



