

**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): May 19, 2021



**Centrex Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-37464  
(Commission  
File Number)

30-0399914  
(I.R.S. Employer  
Identification No.)

276 Greenpoint Ave Bld. 8 Suite 208  
Brooklyn, NY  
(Address of principal executive offices)

11101  
(Zip Code)

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

\_\_\_\_\_  
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock	CETX	Nasdaq Capital Market
Series 1 Preferred Stock	CETXP	Nasdaq Capital Market
Series 1 Warrants	CETXW	Nasdaq Capital Market

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 19, 2021, Centrex, Inc. (the "Company") received a notification letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that, because the Company has not yet filed its Form 10-Q for the period ended March 31, 2021 (the "Subsequent Delinquent Filing"), and because the Company remains delinquent in filing its Form 10-Q for the quarter ended December 31, 2020 (the "Initial Delinquent Filing"), the Company no longer complies with Nasdaq's Listing Rules for continued listing.

In accordance with the letter from Nasdaq dated February 24, 2021, filed on Form 8-K, on February 26, 2021, the Company submitted a plan on April 26, 2021 ("the Submission") to regain compliance with respect to the Initial Delinquent Filing. Subsequently, on May 6, 2021, Nasdaq requested further information by June 1, 2021 in connection with the Company's pending investigation into its financials from the period of 2017-2020, so it could review this in connection with the Company's Submission.

The notification letter also disclosed that Nasdaq may provide the Company a cure period in order to regain compliance as follows:

- respond to the request for further information by June 1, 2021 regarding the plan submitted on April 26, 2021;
- if the plan is accepted, the Company will be granted an exception of up to 180 calendar days from the Filing's due date, or until August 23, 2021, to regain compliance.

The Company has submitted a plan to regain compliance with Nasdaq and will respond to the request for further information by June 1, 2021. If Nasdaq accepts the Company's plan, it may grant an exception of up to 180 calendar days from the due date of the Company's Initial Delinquent Filing , or until August 23, 2021, to regain compliance. The Company believes that it will be able to file its delinquent filings prior to the expiration of the stated cure period should Nasdaq accept the Company's plan.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	<a href="#"><u>Notice of Failure to Satisfy a Continued Listing Rule from NASDAQ Dated May 19, 2021</u></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.

**CENTREX, INC.**

Date: May 21, 2021

By: /s/ Saagar Govil  
Saagar Govil  
Chairman, President and Chief Executive Officer

---

## Nasdaq Regulation



By Electronic Delivery to: [sgovil@centrex.com](mailto:sgovil@centrex.com)

May 19, 2021

Mr. Saagar Govil  
Chairman of the Board, CEO, President & Secretary Centrex Inc.  
276 Greenpoint Ave, Bld 8, Ste 208  
Brooklyn, NY 11222

Re: Centrex Inc. (the "Company")  
Nasdaq Symbol: CETX

Dear Mr. Govil:

As you are aware, since we have not received the Company's Form 10-Q for the period ended March 31, 2021 (the "Subsequent Delinquent Filing"), and because the Company remains delinquent in filing its Form 10-Q for the quarter ended December 31, 2020 (the "Initial Delinquent Filing"), the Company does not comply with our Listing Rules (the "Rules") for continued listing.<sup>1</sup> In accordance with our letter dated February 24, 2021, the Company submitted a plan on April 26, 2021 ("the Submission") to regain compliance with respect to the Initial Delinquent Filing. Subsequently, on May 6, 2021, Staff requested further information by June 1, 2021<sup>2</sup> in connection with the Company's pending investigation into its financials from the period of 2017-2020, so it could review this in connection with the Company's Submission. As such, the Company has until June 1, 2021 to submit the response to our May 6<sup>th</sup> request, a plan to regain compliance with the Subsequent Delinquent Filing and any other updates to the plan to file the Initial Delinquent Filing. Please note that any Staff exception to allow the Company to regain compliance, if granted, will be limited to a maximum of 180 calendar days from the due date of the Initial Delinquent Filing, or August 23, 2021.

As detailed in our letter dated February 24, your plan should be as definitive as possible, addressing any issues that you believe would support your request for an exception. In determining whether to grant an exception, Staff will consider, and the Company should address, its specific circumstances, including the likelihood that the periodic reports can be made within the exception period, the Company's past compliance history, the reasons for the late filing, corporate events that may occur within the exception period, the Company's general financial status, and its disclosures to the market.

Please email your plan to [rachel.scherr@nasdaq.com](mailto:rachel.scherr@nasdaq.com) no later than June 1, 2021. After we review the plan, we will contact you if we have any questions or comments and will provide you

<sup>1</sup> Listing Rule 5250(c)(1). For online access to all Nasdaq Rules, please see "Nasdaq Online Resources," included with this letter.

<sup>2</sup> This is a two week extension from the initial due date of May 17, 2021.

Nasdaq Regulation

Mr. Saagar Govil  
May 19, 2021  
Page 2

written notice of our decision. If we do not accept your plan, you will have the opportunity to appeal that decision to a Hearings Panel<sup>3</sup>

Our Rules require that the Company, as promptly as possible, but no later than four business days from the receipt of this letter, make a public announcement by issuing a press release disclosing receipt of this letter. The announcement must include the continued listing criteria that the Company does not meet, and a description of each specific basis and concern identified by Nasdaq in reaching the determination.<sup>4</sup> The Company must also submit the announcement to Nasdaq's MarketWatch Department.<sup>5</sup> If the public announcement is made between the hours of 7:00 AM and 8:00 PM Eastern Time, the Company must submit the announcement to Nasdaq's MarketWatch Department at least ten minutes prior its public release. If the public announcement is made outside of these hours, the Company must submit the announcement prior to 6:50 A.M. Eastern Time. Please note that if you do not make the required announcement trading in your securities will be halted.<sup>6</sup>

Finally, even though the Company has not filed its periodic report it is still required to provide us with the number of shares issued and outstanding at the end of each quarter. We would appreciate receiving this information electronically via the "Shares Outstanding Change Form," which can be completed electronically through the Nasdaq Listing Center located at [listingcenter.nasdaq.com](http://listingcenter.nasdaq.com). In order to complete the Form, you will need to log in to the Listing Center or create an account, if you do not already have one. Once you are logged in, you will need to enter your CUSIP number to complete your submission. This form should be submitted electronically to us no later than seven days from receipt of this letter. If necessary, the Company may provide us with an estimated number.

If you have any questions, please do not hesitate to contact me at +1 301 978 8039 or Rachel Scherr at 301 978 8072.

Sincerely,

Brie Charles  
Director  
Nasdaq Listing Qualifications

<sup>3</sup> See Listing Rule 5815.

<sup>4</sup> Listing Rule 5810(b). See FAQ #428 available on the [Nasdaq Listing Center](http://Nasdaq Listing Center).

<sup>5</sup> The notice must be submitted to Nasdaq's MarketWatch Department through the Electronic Disclosure submission system available at [anadq.net/ED/IssuerEntry](http://anadq.net/ED/IssuerEntry).

<sup>6</sup> Listing IM-5810-1.

---

## **NASDAQ ONLINE RESOURCES**

All of our listing information and forms are available electronically on the Listing Center. In addition to facilitating electronic submission of forms, you can also use the Listing Center to access Nasdaq's Reference Library containing hundreds of frequently asked questions and Governance Clearinghouse containing the latest updates on corporate governance and listing standards.

To help you navigate the deficiency process, we have provided links to some our most viewed resource materials.

- [Board Composition and Committee Requirements](#)
  - [Governance Clearinghouse](#)
  - [Hearings Process](#)
  - [How to Transfer to Nasdaq Capital Market](#)
  - [Information about Application of Shareholder Approval Rules](#)
  - [Initial Listing Process](#)
  - [Listing Fees](#)
  - [Listing of Additional Shares Process](#)
  - [MarketWatch Electronic Disclosure Submissions](#)
  - [Nasdaq Listing Rules: Initial and Continued Listing](#)
  - [Reference Library: Frequently Asked Questions, Staff Interpretations and Listing Council Decisions](#)
-