

**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): January 19, 2022



Cemtrex 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 January 19, 2022, Cemtrex, 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-K for the period ended September 30, 2021, the Company no longer complies with Nasdaq's Listing Rules for continued listing.

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

- 60 calendar days to submit a plan to regain compliance and;
- if the plan is accepted your plan, will be granted an exception of up to 180 calendar days from the Filing's due date, or until July 12, 2022, to regain compliance.

On January 24, 2022, the Company received a notification letter from Nasdaq stating that based on filing the Form 10-K for the fiscal year ended September 30, 2021, on January 21, 2022, Nasdaq has determined that the Company complies with the Rule and this matter is now closed.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	Notice of Failure to Satisfy a Continued Listing Rule from NASDAQ Dated January 19, 2022
99.2	Notification letter from Nasdaq dated January 24, 2022
99.3	Press Release dated January 25, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: January 26, 2022

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



Nasdaq Regulation

By Electronic Delivery to: sgovil@centrex.com

January 19, 2022

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

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

Dear Mr. Govil:

As you are aware, your Company has not yet filed its Form 10-K for the period ended September 30, 2021 (the "Filing"), it no longer complies with our Listing Rules (the "Rules") for continued listing.¹ Under our Rules the Company now has 60 calendar days to submit a plan to regain compliance and if we accept your plan, we can grant an exception of up to 180 calendar days from the Filing's due date, or until July 12, 2022, to regain compliance. 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 accept your plan, we will consider such things as the likelihood that the Filing, along with any subsequent periodic filing that will be due, can be made within the 180 day period, the Company's past compliance history, the reasons for the late Filing, other corporate events that may occur within our review period, the Company's overall financial condition and its public disclosures. Please note that any subsequent periodic filing that is due within the 180 day exception period must be filed no later than the end of the period. Therefore, it would be helpful if your plan addresses each of these points.²

Please email your plan to me at rachel.scherr@nasdaq.com no later than March 21, 2022. After we review the plan, I will contact you if we have any questions or comments and will provide you 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.³

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

² For additional information with respect to compliance plans please see attached "Nasdaq Online Resources" when preparing your plan of compliance. This attachment includes links to the Frequently Asked Questions section relating to continued listing.

³ See Listing Rule 5815(a).

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.⁴ The Company must also submit the announcement to Nasdaq's MarketWatch Department.⁵ 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.⁶

In addition, Nasdaq makes available to investors a list of all non-compliant companies, which is posted on our website at listingcenter.nasdaq.com. The Company will be included in this list beginning five business days from the date of this letter. As part of this process, an indicator reflecting the Company's non-compliance will be broadcast over Nasdaq's market data dissemination network and will also be made available to third party market data providers.

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

Sincerely,

Rachel Scherr
Listing Analyst
Nasdaq Listing Qualifications

⁴ Listing Rule 5810(b). See FAQ #428 available on the [Nasdaq Listing Center](http://listingcenter.nasdaq.com).

⁵ The notice must be submitted to Nasdaq's MarketWatch Department through the Electronic Disclosure submission system available at nasdaq.net/ED/IssuerEntry.

⁶ Listing IM-5810-1.

NASDAQ ONLINE RESOURCES

All of our listing information and forms are available electronically on the [Listing Center](http://listingcenter.nasdaq.com). 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](#)
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Nasdaq Regulation

Sent via Electronic Delivery to: sgovil@centrex.com

January 24, 2022

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:

On January 19, 2022, Staff notified the Company that it no longer met the periodic filing requirement for The Nasdaq Stock Market under Listing Rule 5250(c)(1) (the "Rule"). Based on filing the Form 10-K for the fiscal year ended September 30, 2021, Staff has determined that the Company complies with the Rule. Accordingly, this matter is now closed.

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



Brie Charles
Director
Nasdaq Listing Qualifications



Cemtrex Announces Receipt of Nasdaq Listing Delinquency Letter and Has Subsequently Regained Compliance

Brooklyn, NY – January 25, 2021 — Cemtrex Inc. (NASDAQ: CETX, CETXP, CETXW), a technology company driving innovation in Internet of Things (IoT), security, machine vision & artificial intelligence, and augmented & virtual reality, announced today that it received a letter from Listing Qualification Department of Nasdaq January 19, 2022, Cemtrex, 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 had not yet filed its Form 10-K for the period ended September 30, 2021, the Company no longer complies with Nasdaq’s Listing Rules 5250(c)(1) “Obligation to File Periodic Financial Reports” for continued listing.

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

- 60 calendar days to submit a plan to regain compliance and;
- if the plan is accepted your plan, will be granted an exception of up to 180 calendar days from the Filing’s due date, or until July 12, 2022, to regain compliance.

The Company filed its Form 10-K on January 21, 2022 and was notified by Nasdaq on January 24th, 2022 that the Company has regained compliance. Per Nasdaq’s rules the Company is required to make a disclosure about the receipt of the delinquency letter.

About Cemtrex

Cemtrex, Inc. (CETX) is a leading multi-industry technology company that is driving innovation in markets such as Internet of Things (IoT), Augmented and Virtual Reality (AR & VR), and Artificial Intelligence and Computer Vision (AI & CV) in a wide range of sectors, including consumer products, industrial manufacturing, digital applications, and intelligent security & surveillance systems.

www.cemtrex.com.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to the closing of the offering, gross proceeds from the offering, our new product offerings, expected use of proceeds, 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. Statements made herein are as of the date of this press release and should not be relied upon as of any subsequent date. These risks and uncertainties are 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.

Investor Relations

Chris Tyson
Executive Vice President – MZ North America
Direct: 949-491-8235
CETX@mzgroup.us
www.mzgroup.us
