

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): December 29, 2023



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)

11222
(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 (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

CURRENT REPORT ON FORM 8-K

Centrex, Inc.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On December 29, 2023, Centrex, Inc., a Delaware corporation (the “Company”), had reconvened a special meeting of stockholders of the Series 1 Preferred Stock (the “Special Meeting”).

At the time of the reconvened Special Meeting, there were insufficient votes represented by proxy or virtually in person to constitute a quorum for the transaction of business at the Special Meeting. Pursuant to the Company’s Bylaws, the meeting will not be further adjourned and thus the resolution did not pass.

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

On January 3, 2024, the Company received a letter from The Nasdaq Stock Market LLC’s Hearings Panel notifying the Company that it has made the following amendments to the exception granted on September 8, 2023.

- On January 8, 2024, the Company’s Series 1 Preferred Stock shall close at a minimum bid price of at least \$1 per share and maintain such closing bid price for a minimum of ten consecutive business days;
- 2. On January 22, 2024, the Company shall have demonstrated compliance with Listing Rule 5555(a)(1), by evidencing a closing bid price of \$1 or more per share for a minimum of ten consecutive trading sessions.

Considering the timeline to meet the Bid Listing Price deadline for its Series 1 Preferred Stock of January 8th, 2024, the company is considering buying back shares under the Share Repurchase Program approved on August 22, 2023, that allows the Company to repurchase shares of the Series 1 Preferred Stock through various means, including through privately negotiated transactions and through an open market program.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Title
99.1	Notification of Nasdaq Hearing Panel amendment to exceptions granted on September 8, 2023, dated January 3, 2024
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 3, 2024

By: /s/ Saagar Govil

Saagar Govil

Chairman, President and Chief Executive Officer



Sent via electronic delivery

January 3, 2024

Saagar Govil
Chief Executive Officer
Cemtrex Inc.
135 Fell Ct
Hauppauge, NY 11788

RE: Cemtrex Inc. (Symbol: CETXP)
Nasdaq Listing Qualifications Hearings
Docket No. NQ 6651C-23

Dear Mr. Govil:

The Nasdaq Stock Market LLC's ("Nasdaq" or the "Exchange") Hearings Panel ("Panel") has determined to amend the exception granted on September 8, 2023 (the "Decision") to Cemtrex Inc. (the "Company"), following an update submitted by the Company on December 29, 2023.

Accordingly, the Panel grants the Company's request for continued listing on the Exchange, subject to the following:

- 1. On January 8, 2024, the Company's Series 1 Preferred Stock shall close at a minimum bid price of at least \$1 per share and maintain such closing bid price for a minimum of ten consecutive business days;**
- 2. On January 22, 2024, the Company shall have demonstrated compliance with Listing Rule 5555(a)(1), by evidencing a closing bid price of \$1 or more per share for a minimum of ten consecutive trading sessions.**

Failing to meet any of the terms of this amended exception will result in the Company's immediate delisting from the Exchange. The Company is also advised that January 22, 2024, represents the full extent of the Panel's discretion to grant continued listing while the Company is non-compliant with Listing Rule 5555(a)(1).

The Panel reserves the right to reconsider the terms of this exception based on any event, condition or circumstance that exists or develops that would, in the opinion of the Panel, make continued listing of the Company's securities on the Exchange inadvisable or unwarranted. In that regard, the Panel advises the Company that during the exception period the Company must provide prompt notification of any significant events that may affect its compliance with Nasdaq continued listing requirements. This includes, but is not limited to, any event that may call into question the Company's ability to meet the terms of the exception granted.

In addition, any compliance document will be subject to review by the Panel, which may, in its discretion, request additional information before determining that the Company has complied with the terms of the exception. The Company should assess its disclosure obligations with respect to the materiality of the Panel's decision and determine what public disclosures of the decision and its terms are appropriate.

The Company may request that the Nasdaq Listing and Hearing Review Council review this decision. A written request for review must be received within 15 days from the date of this decision and should be sent by e-mail to the Office of Appeals and Review at appeals@nasdaq.com. Pursuant to Nasdaq Listing Rule 5820(a), the Company must submit a fee of \$15,000.00 to Nasdaq to cover the cost of the review. Instructions for submitting the fee are on the enclosed *Appeals Payment Form*. Please include evidence of this payment with the e- mailed request for review by attaching a PDF copy of the wire instructions or check.

The Company should be aware that the Nasdaq Listing and Hearing Review Council may, on its own motion, determine to review any Panel decision within 45 calendar days after issuance of the written decision. If the Listing Council determines to review this decision, it may affirm, modify, reverse, dismiss or remand the decision to the Panel. The Company will be immediately notified in the event the Listing Council determines that this matter will be called for review.

Should you have any questions, please do not hesitate to contact me at (301) 978-8417. Sincerely,

A handwritten signature in blue ink, appearing to read 'Alejandro Aguayo', with a horizontal line drawn through the bottom of the signature.

Alejandro Aguayo Hearings
Advisor
Nasdaq Office of General Counsel