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

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**CEMTREX, INC.**

*(Exact name of Registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**3829**

*(Primary Standard Industrial  
Classification Code Number)*

**30-0399914**

*(I.R.S. Employer  
Identification No.)*

**135 Fell Court  
Hauppauge, NY 11788  
Tel. no. (631) 756-9116**

*(Address and telephone number of principal executive offices)*

**The Corporation Trust Company  
Corporation Trust Center  
1209 Orange St.  
Wilmington, DE 19801  
(302) 658-7581 (Tel.)**

*(Name, address and telephone number of agent for service)*

Copies to:

**Scott Doney, Esq.  
The Doney Law Firm  
4955 S. Durango Rd. Ste. 165  
Las Vegas, NV 89113  
(702) 982-5686**

**Anthony W. Basch, Esq.  
J. Britton Williston, Esq.  
Shannon M. McDonough, Esq.  
Kaufman & Canoles, P.C.  
1021 E. Cary St., Suite 1400  
Richmond, Va. 23219  
(804) 771-5700**

**Approximate Date of Commencement of Proposed Sale to the Public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-276556

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Cemtrex, Inc., a Delaware corporation ("Cemtrex"), is filing this registration statement with the Securities and Exchange Commission (the "SEC"). This registration statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-276556) (the "Registration Statement") initially filed by Cemtrex with the SEC on January 17, 2024, which the SEC declared effective on April 30, 2024.

Cemtrex is filing this registration statement for the sole purpose of registering an additional \$1,500,000 in units, which includes additional securities that the underwriters have

the option to purchase. The additional units that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Filing Fee Table (Exhibit 107) contained in the Registration Statement. The contents of the Registration Statement, including all amendments and exhibits thereto, are incorporated by reference herein.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

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#### EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	<a href="#">Opinion of the Doney Law Firm</a>
23.1	<a href="#">Consent of Grassi &amp; Co, CPAs, P.C.</a>
23.2	<a href="#">Consent of the Doney Law Firm (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-276556), originally filed with the Commission on January 17, 2024 and incorporated herein by reference).</a>
107	<a href="#">Filing Fee Table</a>

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#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hauppauge, New York, on the 2<sup>nd</sup> day of May 2024.

Cemtrex, Inc.

By: /s/ Saagar Govil.

Saagar Govil  
Chairman of the Board, CEO,  
President & Secretary (Principal Executive Officer)

/s/ Paul J. Wyckoff.

Paul J. Wyckoff  
Interim Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

May 2, 2024

By: /s/ Saagar Govil

Saagar Govil,  
Chairman of the Board, CEO,  
President & Secretary (Principal Executive Officer)

May 2, 2024

By: /s/ Paul J. Wyckoff

Paul J. Wyckoff  
Interim Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

May 2, 2024

By: /s/ Manpreet Singh

Manpreet Singh,  
Director

May 2, 2024

By: /s/ Brian Kwon

Brian Kwon,  
Director

May 2, 2024

By: /s/ Metodi Filipov

Metodi Filipov, Director

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**THE DONEY LAW FIRM**  
SECURITIES & CORPORATE LAW

Scott P. Doney, Esq.  
4955 S. Durango Dr. Suite 165  
Las Vegas, NV 89113  
702.982.5686  
scott@doneylawfirm.com

May 2, 2024

Centrex Inc.  
135 Fell Ct.  
Hauppauge, NY 11788

**Re: Centrex Inc. Registration Statement on Form S-1**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 of Centrex, Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") on the date hereof pursuant to Rule 462(b) (the "Additional Registration Statement") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to an additional \$1,500,000 in units (the "Closing Units"), which includes securities that may be sold upon exercise of the underwriters' option, with each Closing Unit consisting of either (A) one share of the Company's common stock, \$0.001 par value ("Common Stock") (collectively, the "Closing Shares") and one Series A warrant ("Series A Warrant") to purchase one share of Common Stock and one Series B warrant to purchase one share of Common Stock ("Series B Warrant" and, together with the Series A Warrant, the "Warrants"), or (B) one pre-funded warrant (each, a "Pre-funded Warrant") to purchase one share of Common Stock at an exercise price of \$0.001 until such time as the Pre-Funded Warrant is exercised in full subject to adjustment as provided in the Pre-funded Warrant and one Series A Warrant to purchase one share of Common Stock and one Series B Warrant to purchase one share of Common Stock. The Units, the Shares, the Warrants, the shares underlying the Warrants (the "Warrant Shares"), the Pre-Funded Warrants and shares underlying the Pre-Funded Warrants (the "Pre-Funded Warrant Shares") are referred to herein, collectively, as the "Securities."

The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1, File No. 333-276556, as amended (the "Registration Statement"), of the Company, filed with the Commission pursuant to the Securities Act.

The Securities are to be sold by the Company pursuant to an underwriting agreement by and between the Company and Aegis Capital Corp., as the underwriter (the "Underwriting Agreement").

You have requested our opinion as to the matters set forth below in connection with the issuance of the Securities. For purposes of rendering that opinion, we have examined: (i) the Registration Statement, (ii) the form of Underwriting Agreement, (iii) the form of Series A Warrant, (iv) the form of Series B Warrant, (v) the form of Pre-Funded Warrant, (vi) the Articles of Incorporation of the Company, as amended and in effect as of the date hereof (the "Charter"), (vii) the Company's Bylaws (the "Bylaws"), (viii) the Company's stock ledger, and (ix) the corporate action of the Company's Board of Directors which, among other things, authorizes the issuance of the Securities. We have also reviewed such matters of law as we have deemed necessary to render the opinion expressed herein.

For the purposes of this opinion letter, we have assumed that each document submitted to us is accurate and complete, that each such document that is an original is authentic, the conformity to the original or final versions of the documents submitted to us as copies or drafts, including without limitation, the Charter, the Bylaws, the Underwriting Agreement, and the forms of the Warrants and Pre-Funded Warrants, and that all signatures on each such document are genuine. We have also assumed the legal capacity of natural persons and have made such other assumptions as are customary in opinion letters of this kind. We have not verified any of those assumptions or any of the other assumptions contained herein.

Our opinions set forth below in numbered paragraph 1, numbered paragraph 2, numbered paragraph 3 and numbered paragraph 4 are limited to the Delaware Corporation General Law. Each of our opinions set forth below is subject to the application of equitable principles and considerations of public policy.

Based upon and subject to the foregoing, it is our opinion that:

1. The Closing Units have been duly authorized for issuance by the Company. The Closing Units, if and when issued, delivered and paid for as described in the prospectus related to the Registration Statement (the "Prospectus") and pursuant to the Underwriting Agreement, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to the effects of bankruptcy, insolvency, fraudulent transfer, reorganization, receivership, moratorium and other laws affecting the rights and remedies of creditors generally and to the exercise of judicial discretion in accordance with general principles of equity, whether applied by a court of law or equity.

2. The Closing Shares have been duly authorized for issuance by the Company and, when issued, delivered and paid for as described in the Prospectus and pursuant to the Underwriting Agreement, will be validly issued, fully-paid and non-assessable.

3. The Warrants and Pre-Funded Warrants have been duly authorized for issuance by the Company.

4. The Warrant Shares and Pre-Funded Warrant Shares have been duly authorized for issuance by the Company and, when issued and delivered by the Company against payment therefor, upon exercise of the Warrants or Pre-Funded Warrants, as applicable, in accordance with the terms therein and the terms of the Warrants or Pre-Funded Warrants, as applicable, will be validly issued, fully-paid and non-assessable.

The opinions set forth above are subject to the following additional assumptions:

(a) the Registration Statement and any amendment thereto (including any post-effective amendment) will have become effective under the Securities Act, and such effectiveness shall not have been terminated, suspended or rescinded;

(b) any Prospectus required by applicable law will have been delivered and filed as required by such laws;

(c) all Securities offered pursuant to the Registration Statement will be (i) issued and sold in the manner provided in the Registration Statement and the Prospectus, (ii) issued and sold only upon payment of the consideration fixed therefor in accordance with the Underwriting Agreement, and, if applicable, the Securities themselves, and there will not have occurred any change in law or fact affecting the validity of the opinion rendered herein with respect thereto between the date hereof and the date of such issuance and (iii) duly noted in the Company's stock or warrant ledger, as applicable, upon their issuance;

(d) the Company will have sufficient authorized and unissued shares of Common Stock at the time of each issuance of a Warrant Share or Pre-Funded Warrant Share upon the exercise of a Warrant or Pre-Funded Warrant, as applicable, and each such Warrant Share or Pre-Funded Warrant Share, as applicable, as well as the Shares, will be noted in the Company's stock ledger upon issuance;

(e) the Company's Board of Directors shall have approved the issuance of the Closing Units, the final number of Securities to be issued and the price to be paid therefor pursuant to the Underwriting Agreement, as applicable, and

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(f) to the extent that the obligations of the Company under any agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement thereto, may be dependent upon such matters, (i) each party to any such agreement other than the Company (including any applicable warrant agent or other party acting in a similar capacity with respect to any Securities) will be duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each such other party will be duly qualified to engage in the activities contemplated thereby; (ii) each such agreement and the applicable Securities will have been duly authorized, executed and delivered by each such other party and will constitute the valid and binding obligations of each such other party, enforceable against each such other party in accordance with their terms; (iii) each such other party will be in compliance, with respect to acting in any capacity contemplated by any such agreement, with all applicable laws and regulations; and (iv) each such other party will have the requisite organizational and legal power and authority to perform its obligations under each such agreement.

We hereby consent to the filing of this opinion letter with the SEC as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our Firm under the caption "Legal Matters" in the Registration Statement and in the Prospectus. In giving our consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement, the Prospectus or any prospectus supplement within the meaning of the term "expert", as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder, nor do we admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder. We assume no obligation to update or supplement our opinion to reflect any changes of law or fact that may occur.

Very truly yours,

/s/ The Doney Law Firm

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The Doney Law Firm

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 (by reference to the Registration Statement on Form S-1 File No. 333-276556) of our report dated December 28, 2023, with respect to the consolidated financial statements of Centrex, Inc., included in its Annual Report on Form 10-K for the year ended September 30, 2023. Our opinion includes an explanatory paragraph as to Centrex, Inc.'s ability to continue as a going concern. We also consent to the reference to our firm under the heading "Experts" in such Registration Statement.

/s/ Grassi & Co., CPAs, P.C.

Jericho, New York  
May 2, 2024

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## Calculation of Filing Fee Tables

S-1  
(Form Type)

CENTREX, INC.

(Exact Name of Registrant as Specified in its Charter)

Registrant Name in English, if applicable  
(Translation of Registrant's Name into English)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation Rule or Carry Forward Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(1)</sup>	Fee Rate	Amount of Registration Fee <sup>(2)</sup>	
Fees to be Paid	Equity	Units, each consisting of: (i) one share of common stock, \$0.001 par value per share ("Common Stock"); (ii) one Series A Warrant to purchase one share of Common Stock (the "Series A Warrant"); and (iii) one Series B Warrant to purchase one share of Common Stock (together with the Series A Warrant, "Warrants")	—	—	—	\$ 1,150,000	.00014760	\$ 169.74
	Equity	Common Stock included as part of the Units which include a share of Common Stock <sup>(2)</sup>	457(o)	—	—	—	—	—
	Other	Units, each consisting of: (i) one Pre-Funded Warrant exercisable for one share of Common Stock; and (ii) the Warrants <sup>(3)</sup>	—	—	—	—	—	—
	Other	Pre-Funded Warrants to purchase Common Stock, included as part of the Units which include a Pre-Funded Warrant <sup>(3)</sup>	457(g)	—	—	—	—	—
	Equity	Common Stock underlying Pre-Funded Warrants <sup>(4)</sup>	457(o)	—	—	—	—	—
	Other	Warrants to Purchase Common Stock, included as part of the Units <sup>(4)</sup>	457(g)	—	—	—	—	—
	Equity	Common Stock underlying Warrants	457(o)	—	—	\$ 2,300,000	.00014760	\$ 339.48
Carry Forward Securities	—	—	—	—	—	—	—	—
<b>Total Offering Amounts</b>						\$ 3,450,000	.00014760	\$ 509.22
<b>Total Fee Offsets</b>								—
<b>Fees Previously Paid</b>								—
<b>Net Fee Due</b>								\$ 509.22

(1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"). Includes an additional 15% related to the exercise in full of the over-allotment option by the underwriter. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-276556).

(2) Pursuant to Rule 416 under the Securities Act, this registration statement shall also cover any additional shares of the registrant's securities that become issuable by reason of any share splits, share dividends or similar transactions.

(3) The registrant may issue Units which include a Pre-Funded Warrant to purchase Common Stock in lieu of a share of Common Stock in the offering. The purchase price of each Unit which includes a Pre-Funded Warrant will equal the price per share at which Units which include a share of Common Stock are being sold to the public in this offering, minus \$0.001, which constitutes the pre-funded portion of the exercise price of the Pre-Funded Warrants, and the remaining unpaid exercise price of the Pre-Funded Warrants will equal \$0.001 per share (subject to adjustment as provided for therein). The proposed maximum aggregate offering price of the Units which include a Pre-Funded Warrant will be reduced on a dollar-for-dollar basis based on the offering price of any Units which include a Pre-Funded Warrant issued in the offering, and the proposed maximum aggregate offering price of the Units which include a share of Common Stock to be issued in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Units which include a share of Common Stock issued in the offering. Accordingly, the proposed maximum aggregate offering price of the Units which include a share of Common Stock and Units which include a Pre-Funded Warrant is \$1,150,000, including the Over-allotment Option, if any.

(4) No separate registration fee is payable pursuant to Rule 457(g) under the Securities Act.