FORM 10-K

HedgePath Pharmaceuticals, Inc. - HPPI

Filed: May 20, 2013 (period: December 31, 2012)

Annual report with a comprehensive overview of the company

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FORM 10-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☒ **ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2012

☐ **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 001-13467

COMMONWEALTH BIOTECHNOLOGIES, INC.

(Name of small business issuer in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	**54-1641133** (I.R.S. Employer Identification No.)

718 Grove Road
Midlothian, Virginia 23114
(Address of principal executive offices) (Zip Code)

Issuer's telephone number: (804) 464-1601

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

Common Stock, without par value per share (Title of Class)	**OTC Markets Group Inc. – OTC Pink** (Name of Exchange on which registered)

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the past 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

☐ Large accelerated filer ☐ Accelerated filer

☐ Non-accelerated filer (Do not check if a smaller reporting company) ☒ Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ No ☐

The aggregate market value of the shares of common stock, without par value ("Common Stock"), of the registrant held by non-affiliates on December 31, 2012 was approximately $165,000 based on the closing sales price of the shares of $0.01 per share, as reported on the NASDAQ Capital Market on December 31, 2012, multiplied by the number of shares outstanding on that date (15,560,504).

As of May 20, 2013, there were 15,560,504 shares of Common Stock outstanding.

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PART I

Item 1. Business.

Overview

Commonwealth Biotechnologies, Inc. (the "Company" or "CBI") was a specialized life sciences outsourcing business that offered cutting-edge expertise and a complete array of Peptide-based discovery chemistry and biology products and services through Mimotopes Pty Limited ("Mimotopes"), a wholly-owned subsidiary of CBI. Through November 2, 2009, CBI also provided services through CBI Services and Fairfax Identity Laboratories ("FIL"), two divisions that were sold to Bostwick Laboratories, Inc. ("Bostwick") effective November 2, 2009.

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales price of $850,000. The sale closed on April 29, 2011. Currently, the Company has no operating units or subsidiaries. Mimotopes is shown in the Consolidated Financial Statements as discontinued operations.

In December 2011, the Bankruptcy court approved the sale (the "Building Sale") at auction of land, office and laboratory space located at 601 Biotech Drive in Chesterfield County, Virginia. The sale closed on December 29, 2011 for a gross sales price of $3,800,000. After the payoff of the related mortgage and payment of other selling related costs, net proceeds to the Company were approximately $1,369,000. The Company plans to use the net proceeds from this sale to payoff a significant portion of unsecured creditors and to fund operations.

On January 4, 2013, the Company filed an Amended Plan of Reorganization (the "Plan") with the Bankruptcy Court. The Plan was approved by a vote of creditors and shareholders on March 21, 2013. HedgePath, LLC ("HedgePath") was the winning bidder for the Company (which is referred to herein on a prospective basis as the "Reorganized Company" after taking into effect the anticipated implementation of the transaction contemplated by the Plan). The Company received an auction fee of $30,000 from HedgePath. Under the terms of the Plan, HedgePath will contribute certain intellectual property assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company. As described in the Plan, the Reorganized Company will seek to raise $5,000,000 in additional capital through a stock offering. In addition, the Plan anticipates that all unsecured creditors will be fully paid based on their previously approved claims. The Plan was approved and entered into the public record by the Bankruptcy Court on March 29, 2013. As of the date of this report the Company is working to consummate the transactions contemplated by the Plan.

Intellectual Property

Prior to the asset sale to Bostwick, CBI was primarily focused on fee-for-service offerings. In addition, CBI developed various intellectual properties that had resulted in U.S. and international patents. Most of these were assigned to Bostwick as part of the asset sale. However, the Company retained one dormant patent application in the vaccine development area. More specifically, this dormant patent application relates to formulations, methods and kits for minimizing or preventing the reversion of attenuated microorganisms, such as viruses, to their respective wild types or other infectious forms, and for the design and evaluation of vaccines and vaccine formulations that minimize or eliminate such disadvantageous reversions.

Moreover, the Reorganized Company expects, as part of the Plan, to obtain certain intellectual property assets from HedgePath.

CBI takes appropriate steps to protect its intellectual property rights and those of its customers. The Company's practice is to require its employees and consultants to execute non-disclosure and proprietary rights agreements upon commencement of employment or consulting arrangements with the Company. These agreements require that all proprietary information disclosed to the individual by CBI or its customers remain confidential.

Going Concern

The accompanying financial statements have been prepared on a going concern basis which contemplates realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Total income (loss) for the Company was $186,366 and $(227,888) for the years ended December 31, 2012 and 2011, respectively. This change was primarily a result of a one-time gain on the extinguishment of debt of approximately $670,000 in 2012. In addition, the Company received rental income of $596,454 in 2011. As a result of the Building Sale in December 2011, the Company did not receive any rental income in 2012.

The Company generated negative cash flows of $464,266 in 2012, compared to an increase in cash of $1,222,056 in 2011. Net working capital as of December 31, 2012 and December 31, 2011 was $376,482 and $836,081, respectively.

The Company had $857,702 and $1,321,968 in cash and cash equivalents at December 31, 2012 and 2011, respectively.

Cash provided by (used in) operating activities was $(464,266) and $67,533 in 2012 and 2011, respectively. The change is primarily the result of the sale of Mimotopes in the second quarter of 2011. As a result of this sale, the Company has no operating units or subsidiaries.

Cash provided by investing activities was $0 and $1,474,837 in 2012 and 2011, respectively. The primary investing activities in 2011 were proceeds from the Building Sale and the sale of Mimotopes.

Cash used by financing activities for 2012 and 2011 was $0 and $320,314, respectively. Financing activities for 2011 consisted primarily of principal payments on debt.

A continued lack of adequate cash resulting from the Company's inability to generate cash flow from operations or to raise capital from external sources would force the Company to substantially curtail or cease operations.

There can be no assurance that any funds required during the next twelve months or thereafter can be generated. Nor can there be any assurance that funds will be available from external sources, such as debt or equity financing or other potential sources, if they cannot be generated internally.

During the last year, the Company's business has undergone substantial changes in relation to size, scale and scope of activities. The Company currently has no operating units or subsidiaries.

As a result of the foregoing circumstances, there is substantial doubt about the Company's ability to continue as a going concern. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

The Company's independent auditors have included a paragraph emphasizing "going concern" in their report on the 2012 and 2011 financial statements. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

Change in Operating Structure

Melbourne-based Mimotopes was acquired by CBI in 2007. It provides world class research grade peptide synthesis and analysis. Mimotopes also has several proprietary technologies for the preparation of peptide and small molecule libraries for drug discovery and for epitope analysis in support of its clients' vaccine development programs.

On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales price of $850,000. The sale closed on April 29, 2011. Now that the sale of Mimotopes is complete, the Company has no operating units or subsidiaries.

Under the terms of the Plan, HedgePath will contribute certain intellectual assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company.

Pursuant to the Plan, the Reorganized Company will acquire certain intellectual property assets of HedgePath and will operate the related business going forward. Until this transaction is completed, administrative expenses will be funded from cash on hand.

Operations

The Company currently has no operating units or subsidiaries.

Employees

Through December 31, 2011, the administrative staff in Richmond consisted of two full-time employees (CEO and Assistant Controller) and a consultant who serves, on a part-time basis, as Acting Principal Financial Officer. The CEO's employment agreement expired on December 31, 2011. Effective May 1, 2013, a consulting agreement was executed with the CEO (see Item 11 for further details). Consequently, during 2012, the administrative staff in Richmond consisted of two part-time consultants (CEO and Acting Principal Financial Officer) and one full-time employee (Assistant Controller).

U.S. Government Regulation

CBI currently complies with existing federal, state and local laws and regulations and does not anticipate that continuing compliance will have any material effect upon its capital expenditures, earnings or competitive position. The business of the Reorganized Company will be subject to significant regulation relating to pharmaceutical products by governmental authorities in the United States and other countries. It is anticipated that complying with these regulations will involve a considerable level of time, expense and uncertainty.

Item 1A. Risk Factors.

The Company is not required to provide the information required by this Item because the Company is a smaller reporting company.

Item 1B. Unresolved Staff Comments.

The Company is not required to provide the information required by this Item because the Company is a smaller reporting company.

Item 2. Properties.

Facilities

The Company has no operating units or subsidiaries. The Company currently leases office space which serves as the Company's administrative headquarters. The location of this leased space is as follows:

718 Grove Road
Midlothian, Virginia 23114
Month-to-month lease – Monthly Payments of $1,236

Item 3. Legal Proceedings.

On January 20, 2011, the Company filed a voluntary petition before the Bankruptcy Court seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. See "Business Overview".

On February 10, 2012, the Company filed a claim against Fornova in Bankruptcy Court. The Company was disputing Fornova's claim that it was owed $500,000 plus accrued interest relating to a convertible note that was originated in 2007. The Company was seeking to have the claim disallowed in its entirety or, in the alternative, reclassified as an equity investment. In October 2012, the Company's claim against Fornova was approved by the Bankruptcy Court. Fornova's claim was disallowed in its entirety. Consequently, principal and accrued interest of $500,000 and $166,667, respectively, were written off effective September 30, 2012. This write-off resulted in a gain on the extinguishment of debt of $666,667.

Item 4. Submission of Matters to Vote of Security Holders

On January 4, 2013, the Company filed the Plan with the Bankruptcy Court. The Plan was approved by a vote of creditors and shareholders on March 21, 2013. HedgePath, LLC was the winning bidder for the Reorganized Company. The Company received an auction fee of $30,000 from HedgePath. Under the terms of the Plan, HedgePath will contribute certain intellectual assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company. As described by the Plan, Reorganized Company will seek to raise $5,000,000 in additional capital through a stock offering. In addition, the Plan anticipates that all unsecured creditors will be fully paid based on their previously approved claims.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

The Company's common stock traded on the NASDAQ Capital Market ("NASDAQ") under the symbol "CBTE" until January 25, 2010. The Company's common stock currently trades on the Pink Sheets under the symbol CBTEQ.PK. The following table sets forth the range of high and low sales price per share of common stock for the years ended December 31, 2012, 2011 and 2010, respectively. These market quotations reflect inter-dealer prices, without retail mark-up, markdown, or commission and may not necessarily represent actual transactions.

Period	High Stock Price	Low Stock Price
1st Quarter, 2012	$0.05	$ 0.01
2nd Quarter, 2012	$0.03	$ 0.02
3rd Quarter, 2012	$0.02	$ 0.02
4th Quarter, 2012	$0.02	$ 0.01
1st Quarter, 2011	$0.08	$ 0.02
2nd Quarter, 2011	$0.07	$ 0.04
3rd Quarter, 2011	$0.04	$ 0.02
4th Quarter, 2011	$0.04	$ 0.02
1st Quarter, 2010	$0.65	$ 0.15
2nd Quarter, 2010	$0.26	$ 0.16
3rd Quarter, 2010	$0.17	$ 0.09
4th Quarter, 2010	$0.11	$ 0.06

On May 17, 2013, the last reported sales price for a share of the Company's Common Stock was $10.

The Company has not paid and does not expect to pay any cash dividends on its Common Stock.

Recent Sales of Unregistered Securities

All sales of securities of the Company during the period covered by this report have been previously reported on Form 8-K.

Equity Compensation Plan

The following table provides information about CBI's equity compensation plans as of December 31, 2012:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	245,443	$ 3.02	1,044,597
Equity compensation plans not approved by security holders	0	0	0
Total	**245,443**	**$ 3.02**	**1,044,597**

Item 6. Selected Financial Data.

Set forth below is selected financial data with respect to the years ended December 31, 2012 and 2011. The selected financial data set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Conditions and Results of Operation."

Operational Data	As of and for the year ended December 31,	
	2012	2011
Total revenues	$ —	$ —
Gain (loss) from continuing operations	186,366	(264,802)
Income from discontinued operations	—	36,914
Net income (loss)	**$ 186,366**	**$ (227,888)**
Basic and diluted income (loss) per common share from continued operations	$ 0.01	$ (0.02)
Basic and diluted income (loss) per common share from discontinued operations	—	—
Basic and diluted income (loss) per common share	$ 0.01	$ (0.02)
Weighted average shares outstanding	13,646,638	12,108,141
Balance Sheet Data		
Total Current Assets	$ 936,435	$ 1,401,230
Total Assets	936,435	
Total Current Liabilities	559,953	565,149
Total Liabilities	1,069,219	1,740,830
Total Stockholders' Equity (Deficit)	$ (132,784)	$ (369,150)

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following should be read in conjunction with "Selected Financial Data" and the Company's Audited Financial Statements and Notes thereto included within.

Overview

Commonwealth Biotechnologies, Inc. (the "Company" or "CBI") was a specialized life sciences outsourcing business that offered cutting-edge expertise and a complete array of Peptide-based discovery chemistry and biology products and services through Mimotopes Pty Limited ("Mimotopes"), a wholly-owned subsidiary of CBI. Through November 2, 2009, CBI also provided services through CBI Services and Fairfax Identity Laboratories ("FIL"), two divisions that were sold to Bostwick Laboratories, Inc. ("Bostwick") effective November 2, 2009.

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales price of $850,000. The sale closed on April 29, 2011. Currently, the Company has no operating units or subsidiaries. Mimotopes is shown in the Consolidated Financial Statements as discontinued operations.

In December 2011, the Bankruptcy court approved the sale (the "Building Sale") at auction of land, office and laboratory space located at 601 Biotech Drive in Chesterfield County, Virginia. The sale closed on December 29, 2011 for a gross sales price of $3,800,000. After the payoff of the related mortgage and payment of other selling related costs, net proceeds to the Company were approximately $1,369,000. The Company plans to use the net proceeds from this sale to payoff a significant portion of unsecured creditors and to fund operations.

On January 4, 2013, the Company filed an Amended Plan of Reorganization (the "Plan") with the Bankruptcy Court. The Plan was approved by a vote of creditors and shareholders on March 21, 2013. HedgePath, LLC ("HedgePath") was the winning bidder for the Reorganized Company. The Company received an auction fee of $30,000 from HedgePath. Under the terms of the Plan, HedgePath will contribute certain intellectual property assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company. The Reorganized Company will seek to raise $5,000,000 in additional capital through a stock offering. In addition, the Plan anticipates that all unsecured creditors will be fully paid based on their previously approved claims. The Plan was approved and entered into the public record by the Bankruptcy Court on March 29, 2013.

Intellectual Property

Prior to the asset sale to Bostwick, CBI was primarily focused on fee-for-service offerings. In addition, CBI developed various intellectual properties that had resulted in U.S. and international patents. Most of these were assigned to Bostwick as part of the asset sale. However, the Company retained one dormant patent application in the vaccine development area. More specifically, this dormant patent application relates to formulations, methods and kits for minimizing or preventing the reversion of attenuated microorganisms, such as viruses, to their respective wild types or other infectious forms, and for the design and evaluation of vaccines and vaccine formulations that minimize or eliminate such disadvantageous reversions.

CBI takes appropriate steps to protect its intellectual property rights and those of its customers. The Company's practice is to require its employees and consultants to execute non-disclosure and proprietary rights agreements upon commencement of employment or consulting arrangements with the Company. These agreements require that all proprietary information disclosed to the individual by CBI or its customers remain confidential.

Going Concern

The accompanying financial statements have been prepared on a going concern basis which contemplates realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the sale of Mimotopes for a net sales

price of $850,000. The sale closed on April 29, 2011. Currently, the Company has no operating units or subsidiaries.

In December 2011, the Bankruptcy court approved the sale (the "Building Sale") at auction of land, office and laboratory space located at 601 Biotech Drive in Chesterfield County, Virginia. The sale closed on December 29, 2011 for a gross sales price of $3,800,000. After the payoff of the related mortgage and payment of other selling related costs, net proceeds to the Company were approximately $1,369,000. The Company plans to use the net proceeds from this sale to payoff a significant portion of unsecured creditors and to fund operations.

On January 4, 2013, the Company filed an Amended Plan of Reorganization (the "Plan") with the Bankruptcy Court. The Plan was approved by a vote of creditors and shareholders on March 21, 2013. HedgePath, LLC ("HedgePath") was the winning bidder for the Reorganized Company. The Company received an auction fee of $30,000 from HedgePath. Under the terms of the Plan, HedgePath will contribute certain intellectual assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company. The Reorganized Company will seek to raise $5,000,000 in additional capital through a stock offering. In addition, the Plan anticipates that all unsecured creditors will be fully paid based on their previously approved claims. As of the date of this report, the Company is working to consummate the transaction contemplated in the Plan.

Total income (loss) for the Company was $186,366 and $(227,888) for the years ended December 31, 2012 and 2011, respectively. This change was primarily a result of a one-time gain on the extinguishment of debt of approximately $670,000 in 2012. In addition, the Company received rental income of $596,454 in 2011. As a result of the Building Sale in December 2011, the Company did not receive any rental income in 2012.

The Company generated negative cash flows of $464,266 in 2012, compared to an increase in cash of $1,222,056 in 2011. Net working capital as of December 31, 2012 and December 31, 2011 was $376,482 and $836,081, respectively.

The Company had $857,702 and $1,321,968 in cash and cash equivalents at December 31, 2012 and 2011, respectively.

Cash provided by (used in) operating activities was $(464,266) and $67,533 in 2012 and 2011, respectively. The change is primarily the result of the sale of Mimotopes in the second quarter of 2011. As a result of this sale, the Company has no operating units or subsidiaries.

Cash provided by investing activities was $0 and $1,474,837 in 2012 and 2011, respectively. The primary investing activities in 2011 were proceeds from the Building Sale and the sale of Mimotopes.

Cash used by financing activities for 2012 and 2011 was $0 and $320,314, respectively. Financing activities for 2011 consisted primarily of principal payments on debt.

Other current assets as of December 31, 2012 include $75,000 of funds held in escrow by the Company's Bankruptcy Attorney's. These funds will be used to pay unbilled legal fees as approved by the Bankruptcy Court.

A continued lack of adequate cash resulting from the Company's inability to generate cash flow from operations or to raise capital from external sources would force the Company to substantially curtail or cease operations.

There can be no assurance that any funds required during the next twelve months or thereafter can be generated. Nor can there be any assurance that funds will be available from external sources, such as debt or equity financing or other potential sources, if they cannot be generated internally.

During the last year, the Company's business has undergone substantial changes in relation to size, scale and scope of activities. The Company currently has no operating units or subsidiaries.

As a result of the foregoing circumstances, there is substantial doubt about the Company's ability to continue as a going concern. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

The Company's independent auditors have included a paragraph emphasizing "going concern" in their report on the 2012 and 2011 financial statements. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

Results of Operations

Year Ended December 31, 2012 ("2012") Compared with Year Ended December 31, 2011 ("2011").

All financial comparisons are for continuing operations unless otherwise noted for discontinued operations.

Revenues

As a result of the sale of Mimotopes in the second quarter of 2011 and the Building Sale on December 29, 2011, the Company has no ongoing sources of revenue.

General and Administrative

General and administrative expenses ("GA") consist primarily of compensation and related costs for corporate administrative staff, professional fees, consulting, taxes, and other administrative expenses. Total GA costs decreased $421,426, or 42.9%, from $982,096 in 2011 to $560,670 in 2012. This decrease is primarily a result of decreased operations and the elimination of corporate overhead costs subsequent to the sale of CBI Services and FIL in November 2009. Through December 31, 2011, the administrative staff in Richmond consisted of two full-time employees (CEO and Assistant Controller) and a consultant who serves, on a part-time basis, as Acting Principal Financial Officer. The CEO's employment agreement expired on December 31, 2011. Effective May 1, 2013, a consulting agreement was executed with the CEO (see Item 11 for further details). Consequently, during 2012, the administrative staff in Richmond consisted of two part-time consultants (CEO and Acting Principal Financial Officer) and one full-time employee (Assistant Controller).

GA includes expenses relating to the Company's Bankruptcy filing. These expenses, consisting primarily of legal fees, were approximately $159,000 and $176,000 for the years ended December 31, 2012 and 2011, respectively.

Since the Company has no current sources of revenue, future administrative costs must be funded from cash on hand.

Other Income (Expenses)

Rental income consists solely of rents received from Bostwick for the lease of office and laboratory space located at 601 Biotech Drive in Chesterfield County, Virginia. This lease commenced in November 2009 and was terminated as a result of the Building Sale on December 29, 2011. Consequently, the Company has no sources of future revenue until a suitable M&A transaction partner can be obtained.

Realized gains of approximately $80,000 during 2012 relate primarily to adjustments of Company's accounts payable listing to the final claims register approved by the bankruptcy court.

On September 4, 2008, the Company completed the issuance of a $500,000 convertible promissory note ("the Note") payable to Fornova Pharmaworld, Inc. ("the Holder"). On February 10, 2012, the Company filed a claim against Fornova in Bankruptcy Court. The Company was disputing Fornova's claim that it was owed $500,000 plus accrued interest relating to a convertible note that was originated in 2007. The Company was seeking to have the claim disallowed in its entirety or, in the alternative, reclassified as an equity investment. In October 2012, the Company's claim against Fornova was approved by the Bankruptcy Court. Fornova's claim was disallowed in its entirety. Consequently, principal and accrued interest of $500,000 and $166,667, respectively, were written off effective September 30, 2012. This write-off resulted in a gain on the extinguishment of debt of $666,667.

During 2011, the following gains and losses were recognized relating to the Building Sale and the sale of Mimotopes:

- Gain of $148,773 on the Building Sale;
- Gain of $764,239 relating to the recognition of other comprehensive income on the deconsolidation of Mimotopes;
- Loss of $575,026 on the deconsolidation of Mimotopes.

Interest expense was $-0- and $217,580 for 2012 and 2011, respectively. As a result of the payoffs of the PIPE Investor Notes during the second quarter of 2011 and the payoff of the mortgage from the proceeds of the Building Sale on December 29, 2011, the only remaining debt was the Fornova Note. This note was written off effective September 30, 2012 and no interest expense recognized during 2012.

Discontinued Operations

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales price of $850,000. Results of operating Mimotopes are shown as discontinued operations in the Consolidated Statement of Operations for 2011.

Income from operating discontinued operations was $36,914 in 2011.

Liquidity and Capital Resources

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales price of $850,000. The sale closed on April 29, 2011. Currently, the Company has no operating units or subsidiaries.

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There can be no assurance that any funds required during the next twelve months or thereafter can be generated. Nor can there be any assurance that funds will be available from external sources, such as debt or equity financing or other potential sources, if they cannot be generated internally.

During the last year, the Company's business has undergone substantial changes in relation to size, scale and scope of activities. The Company currently has no operating units or subsidiaries.

As a result of the foregoing circumstances, there is substantial doubt about the Company's ability to continue as a going concern. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

The Company's independent auditors have included a paragraph emphasizing "going concern" in their report on the 2012 and 2011 financial statements. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

Corporate Governance

As a consequence of the Sarbanes-Oxley Act, the NASDAQ imposed certain changes in the rules of corporate governance which are aimed at strengthening its listing standards. The Securities and Exchange Commission (SEC) approved the rules imposed by NASDAQ. Thus:

- CBI's Board is composed of four independent and three Insider directors.
- Only independent directors serve on the three principal committees: Audit, Compensation and Nominating.

- All the independent directors, Mr. Samuel P. Sears, Mr. James Causey, and Mr. Eric V. Tao who serve on the Audit Committee, meet all of the requirements as defined by the SEC for being a "financial expert."
- The Audit Committee reviews and approves all related-party transactions. CBI has adopted a formal Corporate Code of Conduct. Copies are available on request from the Company or on the Company's website at www.cbi-biotech.com.

Critical Accounting Policies

A summary of the Company's critical accounting policies follows:

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognized revenue upon the completion of laboratory service projects, or upon the delivery of biologically relevant materials that had been synthesized in accordance with project terms. Laboratory service projects were generally administered under fee-for-service contracts or purchase orders. Any revenues from research and development arrangements, including corporate contracts and research grants, were recognized pursuant to the terms of the related agreements as work was performed, or as scientific milestones, if any, were achieved. Product sales were recognized when shipped. Amounts received in advance of the performance of services or acceptance of a milestone, were recorded as deferred revenue and recognized when completed.

Rental income was recognized when earned in accordance with the terms of the lease agreement.

Recent Accounting Pronouncements

Management does not anticipate that the recently issued but not yet effective accounting pronouncements will materially impact the Company's financial condition.

Forward Looking Statements

Management has included herein certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When used, statements that are not historical in nature, including the words "anticipated", "estimate", "should", "expect", "believe", "intend", and similar expressions are intended to identify forward-looking statements. Such statements are, by their nature, subject to certain risks and uncertainties.

Among the factors that could cause the actual results to differ materially from those projected are the following:

- business conditions and the general economy,
- the development and implementation of the Company's long-term business goals,
- federal, state, and local regulatory environment,
- lack of demand for the Company's services,
- the ability of the Company's customers to perform services similar to those offered by the Company "in-house,"
- potential cost containment by the Company's customers resulting in fewer research and development projects,
- the Company's ability to receive accreditation to provide various services, including, but not limited to paternity testing
- the Company's ability to hire and retain highly skilled employees,

- the Company's ability to raise additional equity financing,
- the Company's inability to pay debt obligations,
- the Company's inability to find a suitable M&A transaction partner.

Other risks, uncertainties, and factors that could cause actual results to differ materially from those projected are detailed from time to time in reports filed by the company with the Securities and Exchange Commission, including Forms 8-K, 10-QSB, and 10-KSB.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company is not required to provide the information required by this Item because the Company is a smaller reporting company.

Item 8. Financial Statements and Supplementary Data.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Commonwealth Biotechnologies, Inc.
Richmond, Virginia

We have audited the accompanying balance sheet of Commonwealth Biotechnologies, Inc. as of December 31, 2012 and the related statements of operations and comprehensive income, stockholders' equity income and cash flows for the year then ended. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Commonwealth Biotechnologies, Inc. as of December 31, 2012 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company's recurring losses from operations and inability to generate sufficient cash flow to meet its obligations and sustain its operations raise substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also discussed in Note 1 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/PBMares, LLP

Richmond, Virginia
May 13, 2013

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Commonwealth Biotechnologies, Inc.
Richmond, Virginia

We have audited the accompanying balance sheet of Commonwealth Biotechnologies, Inc. as of December 31, 2011 and the related statements of operations and comprehensive income, stockholders' equity, and cash flows for the year then ended. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Commonwealth Biotechnologies, Inc. as of December 31, 2011 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company's recurring losses from operations and inability to generate sufficient cash flow to meet its obligations and sustain its operations raise substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also discussed in Note 1 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Witt Mares, PLC

Richmond, Virginia
April, 11, 2012

Commonwealth Biotechnologies, Inc.
Balance Sheets

	December 31, 2012	December 31, 2011
ASSETS		
Current Assets		
Cash and cash equivalents	$ 857,702	$ 1,321,968
Investments	—	527
Accounts receivable, net	—	—
Other current assets	78,733	78,735
Total current assets	936,435	1,401,230
Property and Equipment, net	—	—
Total Assets	**$ 936,435**	**$ 1,401,230**
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities Not Subject to Compromise		
Current Liabilities		
Accounts payable and accrued expenses	$ 368,613	$ 399,245
Accrued payroll liabilities	191,340	165,904
Total current liabilities	559,953	565,149
Total Liabilities Not Subject to Compromise	**559,953**	**565,149**
Liabilities Subject to Compromise		
Debt plus accrued interest	—	666,667
Priority claims	23,450	35,175
Accounts payable and other unsecured creditors	422,316	448,453
Other liabilities	63,500	54,936
Total Liabilities Subject to Compromise	**509,266**	**1,205,231**
Total Liabilities	**1,069,219**	**1,770,380**
Commitments, and contingencies	—	—
Stockholders' equity (deficit)		
Preferred stock, no par value, 1,000,000 shares authorized - none outstanding	—	—
Common stock, no par value, 100,000,000 shares authorized; 2012 - 15,560,504 issued and outstanding; 2011 12,660,504 issued and outstanding	—	—
Additional paid-in-capital	26,279,815	26,229,815
Restricted stock	—	—
Other comprehensive income	—	—
Accumulated deficit	(26,412,599)	(26,598,965)
Total stockholders' equity (deficit)	(132,784)	(369,150)
Total Liabilities and Stockholders' Equity (Deficit)	**$ 936,435**	**$ 1,401,230**

See accompanying summary of accounting policies and notes to financial statements

Commonwealth Biotechnologies, Inc.
Statements of Operations and Comprehensive Income

	Years Ended December 31,	
	2012	2011
Revenues	$ —	$ —
Total revenues	—	—
Operating costs and expenses		
General and administrative	560,670	982,096
Total Operating Costs and Expenses	560,670	982,096
Operating loss	(560,670)	(982,096)
Other income (expense)		
Interest expense	—	(217,580)
Rental income	—	596,454
Loss on deconsolidation of subsidiary	—	(575,026)
Recognition of other comprehensive income on sale of subsidiary	—	764,239
Realized gains	80,369	148,773
Gain on extinguishment of debt	666,667	—
Other income	—	434
Total other income	747,036	717,294
Gain / (Loss) from continuing operations	186,366	(264,802)
Income from operating discontinued operations	—	36,914
Total income from discontinued operations	—	36,914
Net income / (loss)	186,366	(227,888)
Other Comprehensive income (loss)		
Foreign currency translation	—	111,312
Recognition of other comprehensive income on deconsolidation	—	(764,239)
Comprehensive income (loss)	$ 186,366	(880,815)
Basic and diluted income (loss) per common share from continued operations	$ 0.01	$ (0.02)
Basic and diluted income (loss) per common share from discontinued operation	$ —	$ —
Basic and diluted income (loss) per common share after discontinued operation	$ 0.01	$ (0.02)

See accompanying summary of accounting policies and notes to financial statements

Commonwealth Biotechnologies, Inc.
Statements of Stockholders' Equity

	Number of Common Shares Outstanding	Additional Paid-in Capital	Other Comprehensive Income (Loss)	Accumulated Deficit	Total
Balance January 1, 2011	**9,906,338**	**$26,119,191**	**$ 652,927**	**$(26,371,077)**	**$ 401,041**
Isuance of common stock	2,754,166	102,624	—	—	102,624
Stock option expense	—	8,000	—	—	8,000
Net loss	—	—	—	(227,888)	(227,888)
Foreign currency gain	—	—	111,312	—	111,312
Recognition of other comprehensive income on deconsolidation of subsidiary	—	—	(764,239)	—	(764,239)
Balance December 31, 2011	**12,660,504**	**26,229,815**	**—**	**(26,598,965)**	**(369,150)**
Isuance of common stock	2,900,000	50,000	—	—	50,000
Stock option expense	—	—	—	—	—
Net income	—	—	—	186,366	186,366
Balance December 31, 2012	**15,560,504**	**$26,279,815**	**$ —**	**$(26,412,599)**	**$(132,784)**

See accompanying summary of accounting policies and notes to financial statements

Commonwealth Biotechnologies, Inc.
Statements of Cash Flows

	Year Ended December 31, 2012	Year Ended December 31, 2011
Cash flows from operating activities:		
Net income (loss)	$ 186,366	$ (227,888)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Intercompany loans	—	19,398
Unrealized loss on investments	527	—
Gain on extinguishment of debt	(666,667)	
Net gain on the sale of subsidiary	—	(189,214)
(Income) loss from discontinued operations	—	(36,914)
Gain on sale of property, plant and equipment	—	(148,773)
Depreciation and amortization	—	162,334
Stock-based compensation	—	8,000
Expenses satisfied with the issuance of stock	50,000	35,000
Changes in:		
Prepaid expenses and other assets	—	(26,097)
Accounts payable and other current liabilities	(34,492)	471,687
Net cash provided by (used in) operating activities	(464,266)	67,533
Cash flows from investing activities:		
Proceeds from the sale of subsidiary	—	106,000
Proceeds from the sale of property, plant and equipment	—	1,368,837
Net cash provided by investing activities	—	1,474,837
Cash flows from financing activities:		
Principal payments on long term debt	—	(296,410)
Principal payments on loan from corporate officer	—	(23,904)
Net cash used in financing activities	—	(320,314)
Net increase (decrease) in cash and cash equivalents	(464,266)	1,222,056
Cash and cash equivalents, beginning of year	1,321,968	99,912
Cash and cash equivalents, end of year	$ 857,702	$1,321,968
Supplemental Disclosure of Cash Flow Information		
Cash payments for interest	$ —	$ 287,000
Non-cash investing and financing activities		
Expenses satisfied with the issuance of stock	$ 50,000	$ 43,000
Prepaid expenses satisfied with note payable	$ —	$ 24,000
Gain on extinguishment of debt	$ 687,500	$ —
Non-cash proceeds from the sale of property, plant and equipment	$ —	$2,393,000
Non-cash principal payments on long term debt	$ —	$2,693,000
Accounts payable and other current liabilities satisfied with the issuance of stock	$ —	$ 68,000

See accompanying summary of accounting policies and notes to financial statements

Summary of Significant Accounting Policies

Commonwealth Biotechnologies, Inc. (the "Company" or "CBI") was a specialized life sciences outsourcing business that offered cutting-edge expertise and a complete array of Peptide-based discovery chemistry and biology products and services through Mimotopes Pty Limited ("Mimotopes"), a wholly-owned subsidiary of CBI. Through November 2, 2009, CBI also provided services through CBI Services and Fairfax Identity Laboratories ("FIL"), two divisions that were sold to Bostwick Laboratories, Inc. ("Bostwick") effective November 2, 2009.

On January 20, 2011, the Registrant filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales price of $850,000. The sale closed on April 29, 2011. Currently, the Company has no operating units or subsidiaries.

In December 2011, the Bankruptcy court approved the sale (the "Building Sale") at auction of land, office and laboratory space located at 601 Biotech Drive in Chesterfield County, Virginia. The sale closed on December 29, 2011 for a gross sales price of $3,800,000. After the payoff of the related mortgage and payment of other selling related costs, net proceeds to the Company were approximately $1,369,000. The Company plans to use the net proceeds from this sale to payoff a significant portion of unsecured creditors and to fund operations.

On January 4, 2013, the Company filed an Amended Plan of Reorganization (the "Plan") with the Bankruptcy Court. The Plan was approved by a vote of creditors and shareholders on March 21, 2013. HedgePath, LLC ("HedgePath") was the winning bidder for the Reorganized Company. The Company received an auction fee of $30,000 from HedgePath. Under the terms of the Plan, HedgePath will contribute certain intellectual assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company. The Reorganized Company will seek to raise $5,000,000 in additional capital through a stock offering. In addition, the Plan anticipates that all unsecured creditors will be fully paid based on their previously approved claims. As of the date of this report, the Company is working to consummate the transactions contemplated by the Plan.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognized revenue upon the completion of laboratory service projects, or upon the delivery of biologically relevant materials that had been synthesized in accordance with project terms. Laboratory service projects were generally administered under fee-for-service contracts or purchase orders. Any revenues from research and development arrangements, including corporate contracts and research grants, were recognized pursuant to the terms of the related agreements as work was performed, or as scientific milestones, if any, were achieved. Product sales were recognized when shipped. Amounts received in advance of the performance of services or acceptance of a milestone, were recorded as deferred revenue and recognized when completed.

Rental income was recognized when earned in accordance with the terms of the lease agreement.

Foreign Currency Translation

The Company's financial statements are reported in U.S. dollars. Assets and liabilities of foreign subsidiaries are translated using rates of exchange as of the balance sheet dates, and related revenues and expenses are translated at average rates of exchange in effect during the periods. Cumulative translation adjustments have been recorded as a separate component within accumulated other comprehensive income (loss) of stockholders' equity. Realized gains and losses from foreign currency translations are included in other income (expense).

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. At times, the Company maintains cash balances in excess of FDIC insured amounts.

Accounts Receivable

The majority of our accounts receivable are due from trade customers. Credit is extended based on evaluation of our customers' financial condition and collateral is not required. Accounts receivable payment terms vary and are stated in the financial statements at amounts due from customers net of an allowance for doubtful accounts. Accounts that are outstanding longer than the payment terms are considered past due. We determine our allowance by considering a number of factors, including the length of time trade accounts receivable are past due, our previous loss history, customers' current ability to pay their obligations to us, the condition of the general economy and the industry as a whole. The Company writes off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance for doubtful accounts.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is computed principally by the straight-line method over their estimated useful lives providing depreciation and amortization for financial reporting purposes. The cost of repairs and maintenance is expensed as incurred. The estimated useful lives of the assets are as follows:

	Years
Buildings	39.5
Laboratory and computer equipment	3 – 10
Furniture, fixtures and office equipment	7

Assets under capital lease obligations are recorded at the lesser of the present value of the minimum lease payments or the fair market value of the leased asset, at inception of the lease.

Impairment of Long-Lived Assets

The Company reviews and accounts for the impairment of long-lived assets other than goodwill, including property and equipment and certain other noncurrent assets in accordance with ASC 360-35, "Accounting for the Impairment or Disposal of Long-Lived Assets". Long-lived assets besides goodwill are reviewed for impairment when events or changes in circumstances indicate the carrying value of an asset may not be recoverable. For long-lived assets other than goodwill that are to be held and used in operations, an impairment is indicated when the estimated total undiscounted cash flow associated with the asset or group of assets is less than carrying value. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value.

Income Taxes

Deferred taxes are provided on the asset and liability method whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

FASB Accounting Standards Codification 740, Accounting for Uncertainty in Income Taxes, prescribes a recognition threshold and measurement of a tax position taken or expected to be taken in a tax return. The Company's Management has evaluated the impact of this guidance to its consolidated financial statements. Management is not aware of any material uncertain tax positions, and has not accrued the effect of any uncertain tax positions as of December 31, 2012 and 2011. The Company's tax returns are subject to examination by the taxing authorities, generally for a period of three years from the date they are filed. With few exceptions, the Company is no longer subject to income tax examinations by federal, state or local tax authorities for years before 2009. The Company's policy is to classify income tax related interest and penalties in interest expense and other expenses, respectively.

Income (Loss) Per Common Share

Basic income (loss) per share has been computed on the basis of the weighted-average number of common shares outstanding. Common shares which can be issued upon exercise of stock options and warrants have not been included in the computation because their inclusion would have been anti-dilutive. Weighted average shares outstanding for basic and diluted income (loss) per common share were 13,646,638 and 12,108,141 for the twelve months ended December 31, 2012 and 2011, respectively.

Reclassification

Certain prior year amounts have been reclassified to conform to the current year presentation.

Employee Stock Plans

The Company adopted a Stock Incentive Plan on June 24, 1997. The Plan provides for granting to employees, officers, directors, consultants and certain other non-employees of the Company options to purchase shares of common stock. This plan has expired and no additional shares may be issued.

A 2000 Stock Incentive Plan was adopted by the Board of Directors and approved by the shareholders. The Plan makes up to 300,000 shares of common stock available for grants of restricted stock awards and stock options in the form of incentive stock options and non-qualified options to employees, directors and consultants of the Company. This plan has expired and no additional shares may be issued.

A 2002 Stock Incentive Plan was adopted by the Board of Directors and approved by the shareholders. The Plan makes up to 600,000 shares of common stock available for grants of restricted stock awards and stock options in the form of incentive stock options and non-qualified options to employees, directors and consultants of the Company.

A 2007 Stock Incentive Plan was adopted by the Board of Directors and approved by the shareholders. The Plan makes up to 1,000,000 shares of common stock available for grants of restricted stock awards and stock options in the form of incentive stock options and non-qualified options to employees, directors and consultants of the Company.

A 2009 Stock Incentive Plan was adopted by the Board of Directors and approved by the shareholders. The Plan makes up to 1,000,000 shares of common stock available for grants of restricted stock awards and stock options in the form of incentive stock options and non-qualified options to employees, directors and consultants of the Company.

Incentive awards may be in the form of stock options, restricted stock, incentive stock or tax offset rights. In the case of incentive stock options (within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended), the exercise price will not be less than 100% of the fair market value of shares covered at the time of the grant, or 110% for incentive stock options granted to persons who own more than 10% of the Company's voting stock. Options granted under the Plans generally vest over a five-year period from the date of grant and are exercisable for ten years, except that the term may not exceed five years for incentive stock options granted to persons who own more than 10% of the Company's outstanding common stock.

Recent Accounting Pronouncements

Management does not anticipate that the recently issued but not yet effective accounting pronouncements will materially impact the Company's financial condition.

Notes to Financial Statements

1. Going Concern

The accompanying financial statements have been prepared on a going concern basis which contemplates realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales price of $850,000. The sale closed on April 29, 2011. Currently, the Company has no operating units or subsidiaries.

In December 2011, the Bankruptcy court approved the sale (the "Building Sale") at auction of land, office and laboratory space located at 601 Biotech Drive in Chesterfield County, Virginia. The sale closed on December 29, 2011 for a gross sales price of $3,800,000. After the payoff of the related mortgage and payment of other selling related costs, net proceeds to the Company were approximately $1,369,000. The Company plans to use the net proceeds from this sale to payoff a significant portion of unsecured creditors and to fund operations.

On January 4, 2013, the Company filed an Amended Plan of Reorganization (the "Plan") with the Bankruptcy Court. The Plan was approved by a vote of creditors and shareholders on March 21, 2013. HedgePath, LLC ("HedgePath") was the winning bidder for the Reorganized Company. The Company received an auction fee of $30,000 from HedgePath. Under the terms of the Plan, HedgePath will contribute certain intellectual assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company. The Reorganized Company will seek to raise $5,000,000 in additional capital through a stock offering. In addition, the Plan anticipates that all unsecured creditors will be fully paid based on their previously approved claims.

Total income (loss) for the Company was $186,366 and $(227,888) for the years ended December 31, 2012 and 2011, respectively. This change was primarily a result of a one-time gain on the extinguishment of debt of approximately $670,000 in 2012. In addition, the Company received rental income of $596,454 in 2011. As a result of the Building Sale in December 2011, the Company did not receive any rental income in 2012.

The Company generated negative cash flows of $464,266 in 2012, compared to an increase in cash of $1,222,056 in 2011. Net working capital as of December 31, 2012 and December 31, 2011 was $376,482 and $836,081, respectively.

The Company had $857,702 and $1,321,968 in cash and cash equivalents at December 31, 2012 and 2011, respectively.

Cash provided by (used in) operating activities was $(464,266) and $67,533 in 2012 and 2011, respectively. The change is primarily the result of the sale of Mimotopes in the second quarter of 2011. As a result of this sale, the Company has no operating units or subsidiaries.

Cash provided by investing activities was $0 and $1,474,837 in 2012 and 2011, respectively. The primary investing activities in 2011 were proceeds from the Building Sale and the sale of Mimotopes.

Cash used by financing activities for 2012 and 2011 was $0 and $320,314, respectively. Financing activities for 2011 consisted primarily of principal payments on debt.

Other current assets as of December 31, 2012 include $75,000 of funds held in escrow by the Company's Bankruptcy Attorney's. These funds will be used to pay unbilled legal fees as approved by the Bankruptcy Court.

A continued lack of adequate cash resulting from the Company's inability to generate cash flow from operations or to raise capital from external sources would force the Company to substantially curtail or cease operations.

There can be no assurance that any funds required during the next twelve months or thereafter can be generated. Nor can there be any assurance that funds will be available from external sources, such as debt or equity financing or other potential sources, if they cannot be generated internally. Lastly, there can be no assurance that the Company will be able to secure a suitable merger partner.

During the last year, the Company's business has undergone substantial changes in relation to size, scale and scope of activities. The Company currently has no operating units or subsidiaries.

As a result of the foregoing circumstances, there is substantial doubt about the Company's ability to continue as a going concern. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

The Company's independent auditors have included a paragraph emphasizing "going concern" in their report on the 2012 and 2011 financial statements. The financial statements included herein do not include any adjustments relating to the recoverability or classification of asset carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

2. Chapter 11 Information

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales rice of $850,000. The sale closed on April 29, 2011. Net proceeds received by the Company were approximately $106,000.

In December 2011, the Bankruptcy court approved the sale (the "Building Sale") at auction of land, office and laboratory space located at 601 Biotech Drive in Chesterfield County, Virginia. The sale closed on December 29, 2011 for a gross sales price of $3,800,000. After the payoff of the related mortgage and payment of other selling related costs, net proceeds to the Company were approximately $1,369,000.

On January 4, 2013, the Company filed an Amended Plan of Reorganization (the "Plan") with the Bankruptcy Court. The Plan was approved by a vote of creditors and shareholders on March 21, 2013. HedgePath, LLC ("HedgePath") was the winning bidder for the Reorganized Company. The Company received an auction fee of $30,000 from HedgePath. Under the terms of the Plan, HedgePath will contribute certain intellectual assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company. The Reorganized Company will seek to raise $5,000,000 in additional capital through a stock offering. The Plan was approved and entered into the public record by the Bankruptcy Court on March 29, 2013.

On March 20, 2013, the Company filed a motion to cancel all outstanding warrants under the terms of the Bankruptcy Code. This motion was approved and entered by the Bankruptcy Court in April 2013.

Debtor-in-Possession Balance Sheet at December 31, 2012 and 2011 are as follows:

Commonwealth Biotechnologies, Inc.
Debtor-in-Possession Balance Sheet

	As of December 31,	
	2012	2011
ASSETS		
Current Assets		
Cash and cash equivalents	$ 857,702	$ 1,321,968
Investments	—	527
Accounts receivable, net	—	—
Other current assets	78,733	78,735
Total current assets	936,435	1,401,230
Property and Equipment, net	—	—
Total Assets	**$ 936,435**	**$ 1,401,230**
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities Not Subject to Compromise		
Current Liabilities		
Accounts payable	$ 368,613	$ 399,245
Accrued payroll liabilities	191,340	165,904
Total current liabilties	559,953	565,149
Total Liabilities Not Subject to Compromise	**559,953**	**565,149**
Liabilities Subject to Compromise		
Debt plus accrued interest	—	666,667
Priority claims	23,450	35,175
Accounts payable and other unsecured creditors	422,316	448,453
Other liabilities	63,500	54,936
Total Liabilities Subject to Compromise	**509,266**	**1,205,231**
Total Liabilities	**1,069,219**	**1,770,380**
Commitments and contingencies	—	—
Stockholders' equity (deficit)		
Prepetition stockholders' equity	4,682,078	4,682,078
Postpetition issuance of restricted stock and options	122,625	75,625
Postpetition accumulated deficit	(4,937,487)	(5,126,853)
Total stockholders' equity (deficit)	(132,784)	(369,150)
Total Liabilities and Stockholders' Equity (Deficit)	**$ 936,435**	**$ 1,401,230**

See accompanying summary of accounting policies and notes to financial statements

Debtor-in-Possession Statements of Operations are as follows:

Commonwealth Biotechnologies, Inc.
Debtor-in-Possession Statement of Operations

	Year Ended December 31, 2012	January 20, 2011 through December 31, 2011
Revenues	$ —	$ —
Total revenues	—	—
Operating costs and expenses		
Chapter 11 expenses	159,219	176,021
General and administrative	401,451	670,471
Total Operating Costs and Expenses	560,670	846,492
Operating loss	(560,670)	(846,492)
Other income (expense)		
Interest expense	—	(197,970)
Loss on deconsolidation of subsidiary	—	(575,026)
Realized gains	80,369	764,239
Rental income	—	546,956
Gain on sale of land and building		148,773
Gain on extinguishment of debt	666,667	—
Other income	—	434
Total other income (expense)	747,036	687,406
Postpetition income / (loss)	$ 186,366	$ (159,086)

3. Property and Equipment

Property and Equipment relating to CBI consisted of the following:

	December 31,	
	2012	2011
Furniture, fixtures and office and computer equipment	**$53,575**	$53,575
Other	**9,077**	9,077
	62,652	62,652
Less Accumulated Depreciation	**62,652**	62,652
	$ —	$ —

Depreciation expense was approximately $0 and $162,000 for the years ended December 31, 2012 and 2011.

4. Debt

On September 4, 2008, the Company completed the issuance of a $500,000 convertible promissory note ("the Note") payable to Fornova Pharmaworld, Inc. ("the Holder"). On February 10, 2012, the Company filed a claim against Fornova in Bankruptcy Court. The Company was disputing Fornova's claim that it was owed $500,000 plus accrued interest relating to a convertible note that was originated in 2007. The Company was seeking to have the claim disallowed in its entirety or, in the alternative, reclassified as an equity investment. In October 2012, the Company's claim against Fornova was approved by the Bankruptcy Court. Fornova's claim was disallowed in its entirety. Effective September 30, 2012, principal and accrued interest in the amount of $666,667 was written off by the Company.

5. Retirement Plan

CBI maintained a 401(k) Plan (the "Plan") which covered substantially all employees. Due to the costs associated with maintaining the plan for two full-time employees, the Plan was terminated in April 2011. Under the Plan, employees could elect to defer a portion of their salary, up to the maximum allowed by law, and the Company could elect to match the contribution up to 3% of the employee's contribution. Company contributions were $0 and $787 for the years ended December 31, 2012 and 2011, respectively.

6. Other Assets

Other assets include $75,000 relating to cash held in escrow by the Company's bankruptcy attorneys. These funds will be used to pay unbilled legal fees as approved by the Bankruptcy Court.

7. Income Taxes

The difference between expected income tax benefits and income tax benefits recorded in the financial statements is explained below:

	December 31,	
	2012	2011
Income taxes (benefit) computed at statutory rate	$ —	$(69,954)
State income tax benefit, net	(347)	(12,262)
Change in valuation allowance	347	95,054
Other	—	(12,838)
	$ —	$ —

The significant components of deferred income tax assets and liabilities consist of the following:

	December 31,	
	2012	2011
Deferred tax assets		
Net operating loss carryforward	$15,994,583	$8,047,470
Research and development credit carryforward	52,600	52,600
Allowance for doubtful accounts	—	3,900
Stock based compensation	—	2,700
Other	—	2,200
	16,047,183	8,108,870
Deferred tax liabilities		
Other	—	34,100
Net deferred tax asset before valuation allowance	16,047,183	8,142,970
Less valuation allowance	16,047,183	8,142,970
Net deferred tax asset	$ —	$ —

Operating loss carryforwards at December 31, 2012 relating to US operations of approximately $16,000,000 which may be used to offset future taxable income and expire through 2028. The Company also has research and development credit carryforwards at December 31, 2012 of approximately $52,600 that expire through 2022. A valuation allowance has been established for deferred tax assets at December 31, 2012 and 2011 as realization is dependent upon generating future taxable income.

8. Stock Compensation

Stock-Based Compensation Plans - Stock-based compensation expense recognized during a period is based on the value of the portion of stock-based awards that is ultimately expected to vest during the period. Stock-based compensation expense related to employee stock options recognized under ASC 718 was $0 and $8,000 for the years ended December 31, 2012 and 2011. As of December 31, 2012 total unamortized stock-based compensation cost related to non-vested stock awards was $0.

The total intrinsic value of stock awards (which is the amount by which the stock price exceeded the exercise price of the options on the date of exercise) exercised during the years ended December 31, 2012 and 2011 was $0. During the years ended December 31, 2012 and 2011, the Company did not receive cash from the exercise of stock awards.

The following table sets forth fair value per share information, including related weighted-average assumptions, used to determine compensation cost for stock options consistent with the requirements of ASC 718.

	2012	Weighted Average Exercise Price	2011	Weighted Average Exercise Price
Options outstanding, beginning of year	245,443	$ 3.02	433,012	$ 4.48
Granted	—	—	—	—
Exercised	—	—	—	—
Expired	—	—	(187,569)	9.90
Options outstanding, end of year	245,443	$ 3.02	245,443	$ 4.48
Options exercisable, end of year	245,443	$ 3.02	245,443	$ 4.48
Weighted -average fair value per option granted during the year		$ —		$ —

9. Discontinued Operations

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a gross sales price of $850,000. The sale closed on April 29, 2011. Mimotopes is shown as a discontinued operation in the Consolidated Statement of Operations. During the second quarter of 2011, Mimotopes was deconsolidated resulting in a net gain of approximately $189,000.

Mimotopes - Income from Operating Discontinued Operations:

	Years Ended December 31,	
	2012	2011
Revenues	$ —	$ 895,651
Cost of services	—	593,009
Gross profit	—	302,642
Sales, general and administrative	—	393,303
Operating loss	—	(90,661)
Other Income, net	—	127,575
Income from operating discontinued operations	$ —	$ 36,914

10. Short Term Notes with Conversion Features

PIPE Investors Agreement

On December 31, 2007 the Company issued $1,950,000 of convertible debt in a subscription agreement between the Company and the PIPE Investors. The debt carried an interest rate of 10% annually and matured in July 31, 2009. Quarterly interest payments may be made in the form of either cash or common stock. The debt may be converted into shares of common stock at a conversion price of $2.00 per share. In conjunction with the debt, the Company also issued Class A warrants to purchase 975,000 shares of common stock at an exercise price of $2.85 per share that expire in May 2013.

The fair value of the Class A warrants is $1.79 per share. The fair value of the Class A warrants is calculated using the Black-Scholes method. Assumptions for Class A warrants include the stock asset price at $2.55 and a stock option price of $2.85 with a maturity date of 5 years and effective interest rate of 3.40%.

Modification, Waiver and Acknowledgement Agreement

On September 18, 2008, the Company entered into a modification, waiver and acknowledgement agreement with LH Financial for the convertible debt listed above. Under the modified Agreement, the restructured terms of the Agreement is that the exercise price of the Class A Warrants was reduced from $2.85 to $0.71 per common share.

On June 22, 2009, the registrant completed the issuance of an aggregate principal amount of $369,950 of subordinated notes (the "Notes") convertible into shares of the registrant's common stock, without par value per share ("Common Stock"), to 6 institutional investors (the " PIPE Investors"). The Notes matured on December 31, 2009, and carried an interest rate of 8% per annum.

Second Modification, Waiver and Acknowledgement Agreement

On October 9, 2009, the second Modification Agreement relating to the above mentioned debt was approved at the 2009 Annual Meeting of Shareholders. The restructured agreement calls for the conversion price for the remaining balance of PIPE notes to be lowered from $2.00 per share to $0.50 per share.

Sale of Mimotopes

On April 26, 2011, a portion of the proceeds from the sale of Mimotopes was used to pay off the PIPE investors. This pay off was comprised of the following:

Principal	$533,000
Accrued Interest	163,000
Legal Costs	20,000
	$716,000

Motion to Cancel Warrants

On March 20, 2013, the Company filed a motion to cancel all outstanding warrants under the terms of the Bankruptcy Code. This motion was approved and entered by the Bankruptcy Court in April 2013.

11. Earnings per Share

The Company follows the guidance provided in ASC 260, Earnings Per Share, which establishes standards for computing and presenting earnings per share and applies to entities with publicly held common stock or potential common stock. Basic earnings (loss) per common share are computed by dividing the net earnings (loss) by the weighted average number of common shares outstanding during the period. Diluted per share amounts assume the conversion, exercise or issuance of all potential common stock instruments such as warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share.

	Year Ended December 31,	
	2011	2011
Basic and diluted loss per share:		
Income (loss) from operations	**$ 186,366**	$ (264,802)
Income from discontinued operations	**—**	36,914
Net income (loss)	**$ 186,366**	$ (227,888)
Basic and diluted income (loss) per common share from continued operations	**$ 0.01**	$ (0.02)
Basic and diluted income (loss) per common share from discontinued operations	**$ —**	$ —
Basic and diluted income (loss) per common share after discontinued operations	**$ 0.01**	$ (0.02)
Weighted average share outstanding	**13,646,638**	12,108,141

12. Delisting and Reinstatement from NASDAQ

Effective January 25, 2010, the Company's stock was delisted from the NASDAQ Capital Market. The Company's common stock currently trades on the Pink Sheets under the symbol CBTEQ.PK.

13. Issuance of Restricted Stock

In January 2011, bonuses, in the form of restricted stock, were issued to three current employees and a consultant. Total shares issued were 500,000. The market value of these shares was approximately $35,000. In September 2012, bonuses, in the form of restricted stock, were issued to a current employee. Total shares issued were 250,000. The market value of these shares was approximately $5,000. These transactions were approved by the Company's Board of Directors.

In December 2010, the Board of Directors approved a resolution allowing officers of the Company to receive restricted stock in lieu of cash compensation. In March 2011 and August 2012, restricted shares issued to the Company's CEO under this arrangement were 1,687,500 and 2,025,000, respectively. The market value of these shares was $51,000 and $40,500, respectively. In April 2011 and September 2012, restricted shares issued to two independent directors under this arrangement were 566,666 and 625,000, respectively. The market value of these shares was $17,000 and $12,500, respectively.

14. Sale of Mimotopes

On January 20, 2011, the Company filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. On April 7, 2011, the Bankruptcy Court approved the private sale of Mimotopes for a net sales price of $850,000. The sale closed on April 29, 2011. Net proceeds received by the Company were approximately $106,000. This transaction resulted in a net gain of approximately $189,000.

A current director of the Company is also a current director of Mimotopes. For financial reporting purposes, Mimotopes is no longer considered a related party.

15. Building Sale

In December 2011, the Bankruptcy court approved the sale (the "Building Sale") at auction of land, office and laboratory space located at 601 Biotech Drive in Chesterfield County, Virginia. The sale closed on December 29,

2011 for a gross sales price of $3,800,000. After the payoff of the related mortgage and payment of other selling related costs, net proceeds to the Company were approximately $1,369,000. In addition, the Company recorded a net gain on the sale of approximately $145,000.

16. Related Party Transactions

On March 9, 2011, one of the Company's founders and current Chief Executive Officer (the "CEO") loaned the Company $23,904 to purchase D&O insurance. This transaction was approved by the Bankruptcy Court. The loan had an interest rate of 5%. Monthly payments of principal and interest began on April 9, 2011. This loan was paid off in the fourth quarter of 2011.

Due to the financial condition of the Company, a portion of the CEO's salary has been accrued and not paid at the election of the CEO. These accruals began in December 2010 and have been approved by the Bankruptcy Court. Salary earned but not paid was approximately $255,000 and $230,000 at December 31, 2012 and 2011, respectively.

17. Subsequent Events

On January 4, 2013, the Company filed an Amended Plan of Reorganization (the "Plan") with the Bankruptcy Court. The Plan was approved by a vote of creditors and shareholders on March 21, 2013. HedgePath, LLC ("HedgePath") was the winning bidder for the Reorganized Company. The Company received an auction fee of $30,000 from HedgePath. Under the terms of the Plan, HedgePath will contribute certain intellectual assets and related commitments in exchange for 90% of fully diluted equity in the Reorganized Company. The Reorganized Company will seek to raise $5,000,000 in additional capital through a stock offering. In addition, the Plan anticipates that all unsecured creditors will be fully paid based on their previously approved claims. The Plan was approved and entered into the public record by the Bankruptcy Court on March 29, 2013.

On March 20, 2013, the Company filed a motion to cancel all outstanding options and warrants under the terms of the Bankruptcy Code. This motion was approved by the Bankruptcy Court on April 11, 2013.

The Company has evaluated subsequent events for potential recognition and/or disclosure and determined that there were none except those described above.

Item 9. Changes In and Disagreements with Accountants

As noted in Form 8-K that was previously filed on February 4, 2013, Commonwealth Biotechnologies, Inc. ("CBI" or the Company") was notified by Witt Mares, PLC ("Witt Mares"), its independent registered public accounting firm, that Witt Mares has entered into a business combination with the accounting firm of PBGH, LLP ("PBGH"). In connection with the business combination, Witt Mares is succeeded by a newly created entity, PBMares, LLP ("PBMares"), which separately is registered with the Public Company Accounting Oversight Board (the "PCAOB"). As a result of the business combination and in accordance with applicable Securities and Exchange Commission ("SEC") rules related to business combinations of independent registered public accounting firms, on January 17, 2013, Witt Mares resigned as CBI's independent registered public accounting firm.

On March 25, 2013, CBI engaged PBMares as the Company's independent registered public accounting firm.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

CBI maintains a system of controls and procedures designed to provide reasonable assurance as to the reliability of the financial statements and other disclosures included in this report, as well as to safeguard assets from unauthorized use or disposition. CBI evaluated the effectiveness of its disclosure controls and procedures (as defined in Rule 13a-14(c) and Rule 15a-14(c) under the Securities Exchange Act of 1934) under the supervision and with the participation of management, including the Company's Principal Executive Officer and Principal Financial Officer, within 90 days prior to the filing date of this report. Based upon that evaluation, the Company's Principal Executive and Financial Officers concluded that the Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by the Company under the Exchange Act is accumulated, recorded, processed, summarized and reported to management, including the Company's principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding whether or not disclosure is required.

Management's Annual Report on Internal Control Over Financial Reporting

CBI's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934, as amended. CBI's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of CBI's assets;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that CBI's receipts and expenditures are being made only in accordance with the authorization of its management and directors; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of CBI's assets that could have a material effect on the financial statements.

CBI's management assessed the effectiveness of its internal control over financial reporting as of December 31, 2012. In making this assessment, management used the framework set forth in the report entitled *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework summarizes each of the components of a company's internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring. Based on this assessment, CBI's management identified deficiencies in the design or operation of its internal controls that resulted in a material weakness. The material weakness was due to insufficient resources in the accounting and finance department resulting in ineffective review and preparation of its annual report, including an inability to account properly for complex transactions.

The annual report does not include an attestation report of CBI's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the SEC that permit CBI to provide only management's report in the annual report.

Item 9B. Other Information.

The Company has previously reported all information required to be disclosed during the fourth quarter of 2012 in a report on Form 8-K.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Executive Officers, Directors and Key Employees

The following individuals constitute our board of directors and executive management:

Name	Age	Position	Appointment Year (Separation Year)
Richard J. Freer, Ph.D.	70	Chief Executive Officer and Director	1992
James D. Causey	58	Director	2004
Bill Guo	47	Director	2008
Paul D'Sylva, Ph.D.	41	Director	2007
Samuel P. Sears, Jr.	66	Director	2001
Eric Tao	44	Director	2009
Maria Song, M.D., Ph.D.	42	Director	2009

Bill Guo MSc, MBA. Mr. Guo is the Chairman and founder of VenturePharm Group, a leading full service pharmaceutical company in Asia, and led its flagship VenturePharm Laboratories ("HK.8225") to become the first clinical research organization listed on the Hong Kong Stock Exchange. He has over 10 years global pharmaceutical industry experience from researcher to senior executive in North America at Johnson & Johnson, Novapharm and VenturePharm Canada. He has over 9 years of experience as an entrepreneur in China. Mr. Guo was a Ph.D. candidate in the Department of Pharmaceutics and was awarded an MSc degree in industrial pharmacy from the University of Toronto, Toronto, Canada, an MBA program certificate from Herriot Watt University, Toronto, Canada, and an Executive education certificate from Judge Business School, University of Cambridge, UK. Fortune magazine recognized him as one of the top emerging entrepreneurs in China. He was also recipient of various rewards: 2005 National Hero awarded by the State Council of China; one of the ten best management elites in China in 2004; one of the ten most influential individuals in business in China, 2005; distinguished entrepreneur awarded from overseas by government of China, 2005; sole winner of Youth Chinese Entrepreneur Award organized by Asia Business Week in 2003 and 2005 Entrepreneurs and innovation by BCC (British Chamber of Commerce). Mr. Guo's term as a director runs through 2011, or until his successor is appointed. Mr. Guo has been chosen as a director because of his leadership skills and his experience in the global pharmaceutical industry.

Richard J. Freer, Ph.D. Since co-founding CBI in 1992, Dr. Freer has served as a director of CBI and, until 2008, as the Chairman of the Board of CBI. He assumed the role of Chief Operating Officer in 2002 and Chief Executive Officer in 2011. From 1975 until 1997, Dr. Freer was employed in the Department of Pharmacology and Toxicology at Virginia Commonwealth University ("VCU"), first as an Associate Professor and then a full Professor. In addition, from 1988 through 1995, Dr. Freer was first Director and then Chair of the Biomedical Engineering Program. From 1996 through 1997, Dr. Freer served as Professor in VCU's Department of Biochemistry and Molecular Biophysics. Dr. Freer received a bachelor's degree in Biology from Marist College and a doctorate degree in Pharmacology from Columbia University. Dr. Freer's term as a director runs through 2012, or until his successor is appointed. Dr. Freer has been chosen as a director because he is one of the founders of our company and he has extensive knowledge of our operations and the industry in which we operate.

James D. Causey. Since 2004, Mr. Causey has served as Vice President of Trader Publishing Company, a nationwide network of classified publications. From 2003 until 2004, Mr. Causey served as a consultant in the publishing industry. From 1999 to 2003, Mr. Causey served as the chief executive officer of Sabot Publishing, a Richmond, Virginia based publisher of leading special interest publications. Mr. Causey received a master's degree in business from the University of Maryland. Mr. Causey's term as a director runs through 2010, or until his successor is appointed. Mr. Causey has been chosen as a director because of his leadership skills and his executive officer experience at other companies.

Paul D' Sylva, Ph.D. Dr. D'Sylva assumed the position of Chief Executive Officer of CBI in January 2007 and served in that position until 2009. Dr. D'Sylva served previously as the co-founder and Managing Director of PharmAust Limited. From 2001 to 2005, Dr. D'Sylva served as Director of Research and Development at Murdoch University. Dr. D'Sylva has a strong track record in raising investment capital for early stage business ventures and has led the development of a number of successful research joint-venture institutes, companies and funds. During his tenure at Murdoch University, he founded and directed the AU$12.5m Investment Fund – Murdoch Westscheme Enterprise

Partnership, founded and directed the commercial consulting company MurdochLink Pty Ltd, and was involved in the establishment and governance of a number of key research centers and institutes. He sits on the advisory board of the Centre for Computational Comparative Genomics, a joint-venture research institute in Bioinformatics based at Murdoch University and retains a non-executive role at Murdoch University as an Adjunct Professor of Business. He received a Ph.D. from the University of Arizona in public finance and econometrics. Dr. D'Sylva's term as a director runs through 2010, or until his successor is appointed. Dr. D'sylva has been chosen as a director because of his experience in our industry and his knowledge of the Australian market.

Samuel P. Sears, Jr. Since March 1999, Mr. Sears has been in private practice as an attorney and has been providing business consulting services. From December 1998 through February 1999, Mr. Sears served as Vice Chairman of American Prescription Providers, Inc., a specialty pharmacy network offering prescriptions and nutriceuticals to patients with chronic diseases. From 1995 through May 1998, Mr. Sears was Chief Executive Officer and Chairman to Star Scientific, Inc., a tobacco company focusing on demonstrating the commercial viability of potentially less harmful tobacco products. Mr. Sears is a graduate of Harvard College and Boston College Law School. Mr. Sears is currently managing partner of the law firm of Cetrullo and Capone, PC, Boston, MA. Mr. Sears' term as a director runs through 2011, or until his successor is appointed. Mr. Sears has been chosen a director because we believe he can draw on his years of legal experience to provide the Company with beneficial guidance.

Eric V Tao. On January 23, 2009, CBI appointed Mr. Eric Tao, Director and Chief Investment Officer of AGI Capital Group, Inc., to CBI's Board of Directors. Mr. Tao graduated from Pomona College in 1989 and the University of California Hastings College of Law in 1995. In addition to his position with AGI Capital Group, Inc., Mr. Tao also serves as a member of the Board of Directors of Avant Housing, Hukilau, LLC, the Hawaii Chamber of Commerce of Northern California and the San Francisco YB Community Benefit District. Mr. Tao's term as a director runs through 2012, or until his successor is appointed. Mr. Tao has been chosen as a director because of his experience in guiding other small companies as a director.

Maria Song, M.D., Ph.D. On March 27, 2009, CBI appointed Dr. Maria Song, Chairman of VPS Global, to CBI's Board of Directors. Dr. Song previously served as the General Manager of a Sino-Hong Kong joint venture pharmaceutical company. Dr. Song has over fifteen years of experience in drug development and has conducted a number of multi-center clinical trials, local registration trials, and Phase IV studies for a variety of international clients. Dr. Song is also an expert on regulatory submissions to the Chinese State Food and Drug Administration ("SFDA") and often advises the SFDA on policy matters. Dr. Song received her M.D. and Ph.D. from the University of Peking Union Medical College. Dr. Song also received a Master of Economics degree from the Central University of Finance and Economics. Dr. Song's term as a director runs through 2012, or until her successor is appointed. Dr. Song has been chosen as a director because we believe her years of experience in the drug development industry will be beneficial to our company.

Audit Committee

The members of the Audit Committee as of December 31, 2012 were Samuel P. Sears, Jr., James D. Causey, and Eric V. Tao. Each member of the Audit Committee is independent under the rules of the SEC and the NASDAQ Capital Market. The Board of Directors has determined that all members of the Audit Committee are independent and "audit committee financial experts" as such term is defined in Item 401(h)(2) of Regulation S-K promulgated under the Exchange Act.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who own more than ten percent of a registered class of the Company's equity securities to file with the Securities and Exchange Commission reports of ownership and changes in beneficial ownership of the Company's common stock. Directors, executive officers and greater than ten percent shareholders are required to furnish the Company with copies of all Section 16(a) forms they file. Based solely on a review of the copies of these reports furnished to the Company or written representations that no other reports were required, we believe that all reports were timely made.

Code of Conduct

CBI has adopted a Code of Conduct, which is applicable to all directors, officers and associates of the Company, including the principal executive officer and the principal financial and accounting officer.

Item 11. Executive Compensation.

The following table sets forth the compensation paid to or earned by (i) the Chief Executive Officer, and (ii) CBI's two other most highly compensated executive officers (collectively, the "Named Executive Officers") during each of CBI's last two fiscal years:

Name and principal position[1]	Year	Salary ($)[2]	Bonus ($)	Stock Awards ($)[1]	Option Awards ($)[1]	All other Compensation ($)[2]	Total ($)
Richard J. Freer, Ph.D.	2012	$ 18,984	—	—	—	$ 44,325	$ 63,309
CEO	2011	$153,976	—	—	—	—	$153,976

(1) Amounts reflect the dollar value on grant date for the fiscal years ended December 31, 2011 and 2010, in accordance with ASC Topic 718.

(2) For 2012, salary is comprised entirely of W-2 wages and other compensation is comprised solely of consulting fees. For 2011, salary is comprised of $29,531 in gross W-2 wages and $124,445 in accrued wages earned but not paid during 2011.

Director Compensation

The following table shows all cash compensation paid to CBI's directors in 2011. Directors did not receive any compensation other than as stated in the chart below. No cash compensation was paid to the CBI's directors in 2012.

Name	Executive Committee Fees Earned or Paid in Cash	Options Awards	Total
James D. Causey	$ 8,500	—	$8,500
Samuel P. Sears, Jr.	$ 8,500	—	$8,500

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information concerning the value of outstanding equity awards held by the Named Executive Officers as of December 31, 2012.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
Richard J. Freer, Ph.D.	7,069		$ 3.75	12/31/2011	—	—
	26,500		$ 3.85	11/09/2012		
	7,885		$ 4.80	01/03/2018		
	10,000		$ 3.30	11/13/2013		
	10,000		$ 6.00	01/01/2017		
	20,000		$ 4.35	01/01/2017		

Employment Agreements

RICHARD J. FREER, PH.D.

As of January 1, 2008, CBI entered into an amended employment agreement with Dr. Freer pursuant to which Dr. Freer will serve as Chairman of the Board and Chief Operating Officer. This agreement expired on December 31, 2011. The employment agreement provided Dr. Freer with:

- a base salary of at least $202,500, with any amount above such minimum level to be determined by the Compensation Committee and ratified by the Board of Directors;

- a grant, on January 1, 2008 and annually on January 1 for each subsequent year of his contract, of 35,000 restricted shares of common stock;
- an annual bonus to be based upon financial performance criteria determined by the Board of Directors. Assuming full satisfaction of such financial performance criteria, the maximum cash bonus payable shall not be less than $25,000 per year;
- a number of annual incentive stock option and restricted stock grants to be based upon financial performance criteria determined by the Board of Directors. Assuming full satisfaction of such financial performance criteria, Dr. Freer is eligible to receive incentive stock options to purchase an aggregate of 10,000 Shares of common stock and 5,000 Shares of restricted common stock on a yearly basis. Such options and restricted Shares shall vest in three equal yearly installments beginning on the date that is one year following the date of grant;
- a grant of 50,000 Shares of restricted common stock on June 27, 2005 and a grant of 50,000 Shares of restricted common stock on January 1, 2006, with such Shares vesting in quarterly installments of 10,000 Shares beginning on January 1, 2010; and
- participation in any and all employee benefit plans.

Under the employment agreement, upon Dr. Freer's death, CBI shall pay Dr. Freer's beneficiary an amount equal to (i) one month's salary, and (ii) a cash, option and restricted stock bonus with respect to that portion of our company's fiscal year completed prior to Dr. Freer's death. In addition, upon Dr. Freer's death, all unvested, restricted Shares of CBI's stock held by Dr. Freer shall immediately vest.

If CBI terminates Dr. Freer's employment for any reason or if Dr. Freer terminates his employment with or without "Good Reason," as such terms are defined in the employment agreement, Dr. Freer is entitled to (a) a lump cash sum equal to the aggregate amount of one year's salary and (b) medical, dental and life insurance benefits for the same 12 month period.

To the extent a "Change-of-Control," as such term is defined in the employment agreement, occurs during the term of the agreement, Dr. Freer, at his sole option, may deem such event to be a termination of employment without Cause. As a result, Dr. Freer would be entitled to receive (a) a lump cash sum equal to the aggregate amount of two years' salary and (b) medical, dental and life insurance benefits for the same 24 month period. In addition, all unvested options and Shares of restricted stock held by Dr. Freer will immediately vest.

To the extent Dr. Freer becomes "Disabled," as such term is defined in the employment agreement, during the term of the agreement, CBI shall continue pay him his full salary and benefits until he shall become eligible for disability income under our disability plan. While receiving disability income payments, CBI shall pay Dr. Freer the difference between such payments and his salary (without bonus).

The agreement contains a non-competition provision, which prohibits Dr. Freer from competing with CBI or soliciting its employees under certain circumstances. A court may, however, determine that this non-competition provision is unenforceable or only partially enforceable.

Effective May 1, 2012, the Company entered into a Consulting Agreement with Dr. Freer. This agreement was approved by the Bankruptcy Court. Compensation under the terms of this Consulting agreement is $150 per hour with a cap of 32 hours per month. The nature of services to be provided under this agreement are as follows:

- Support for all activities relating to the Company's Chapter 11 proceedings.
- SEC compliance.
- Merger and acquisition activities.
- Oversight of day-to-day operations and budget.
- Continuation as a member of the Board of Directors and a voting member of the Executive Committee of the Board.
- Stockholder relations.

This agreement may be terminated by either party by giving thirty days written notice to the other party.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

This table below contains certain information about the beneficial owners known to CBI as of April 15, 2013 of more than 5% of the Company's outstanding shares of common stock.

Name and Address of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percent of Class
VenturePharm Laboratories, Ltd [1] No 3 Jinzhuang Sijiqing Haidian District 100089 China	2,613,426	16.8%
Richard J. Freer, Ph.D. 718 Grove Road Midlothian, VA 23114	4,094,474	26.3%

(1) As of August 19, 2008, VPL acquired the outstanding stock from PharmAust Chemistry LTD, an Australian Limited company. Total shares transferred were 2,150,000. On July, 7, 2008, the Company completed a sale of stock subject to the $1 million put right with VPL. Under the terms of the put agreement, the Company sold 463,426 shares of common stock to VPL at a price of $2.15 per share. In consideration of the sale of shares, the Company received $500,000 in cash and 2,229,664 of VPL's ordinary shares.

This table demonstrates the alignment of the interests of CBI's directors and executive officers with the interests of CBI's shareholders by showing how much of CBI's outstanding common stock is beneficially owned by CBI's directors, each of the Named Executive Officers and all directors and Named Executive Officers as a group as of April 16, 2013. Except as otherwise noted, the beneficial owners listed have sole voting and investment power with respect to the shares shown.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class (%)[1]
Paul D'Sylva, Ph.D.(2)	225,000	1.4
Richard J. Freer, Ph.D.(3)	4,094,474	26.3
Samuel P. Sears, Jr.(4)	643,833	4.1
James D. Causey(5)	643,833	4.1
Bill Guo(6)	2,613,426	16.8
Maria Song, Ph.D. (8)	—	*
Eric V. Tao(7)	21,000	*
All directors and executive officers as a group (10 persons)(11)	**3,581,373**	**52.96%**

* Less than 1%.

(1) Applicable percentages are based on 15,560,504 shares outstanding on May , 2013. This table is based upon information supplied by officers, directors, and principal shareholders and Schedule 13Gs filed with the SEC. Unless indicated in the footnotes to this table and subject to community property laws where applicable, CBI believes that each of the shareholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned.

(2) Dr. D'Sylva's address is 718 Grove Road, Richmond, Virginia 23114.

(3) Dr. Freer's address is 718 Grove Road, Richmond, Virginia 23114. The number of shares deemed to be beneficially held by Dr. Freer includes currently exercisable options to purchase an aggregate of 51,454 shares of common stock.

(4) Mr. Sears' address is 718 Grove Road, Richmond, Virginia 23114. The number of shares deemed to be beneficially held by Mr. Sears includes currently exercisable options to purchase an aggregate of 35,029 shares of common stock.

(5) Mr. Causey's address is 718 Grove Road, Richmond, Virginia 23114. The number of shares deemed to be beneficially held by Mr. Causey includes currently exercisable options to purchase an aggregate of 24,000 shares of common stock.

(6) Mr. Guo's address is 718 Grove Road, Richmond, Virginia 23114. The number of shares deemed to be beneficially owned by Mr. Guo includes 2,613,426 shares held by VPL over which Mr. Guo exercises voting power.
(7) Mr. Tao's address is 718 Grove Road, Richmond, Virginia 23114.
(8) Ms. Song's address is 718 Grove Road, Richmond, Virginia 23114.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Director Independence

CBI believes that it meets the independence standards adopted by the Securities and Exchange Commission and the OTC Market Group, Inc. (OTC Pink).

Related Transactions

On August 19, 2008, VPL acquired all of the Company's common stock held by PharmAust Chemistry Ltd.. Concurrently therewith, the Company and VPL entered into a put agreement, exercised on July 7, 2008, pursuant to which the Company sold 463,426 shares of common stock to VPL at a price of $2.15 per share.

Item 14. Principal Accountant Fees and Services.

Fees Paid To Independent Registered Public Accounting Firm

Audit Fees

For fiscal 2012, CBI paid Witt Mares, PLC fees of $45,300, for the annual audit of our financial statements and fees of $30,020 for the quarterly review of financial statements included in our Forms 10-Q.

For fiscal 2011, CBI paid Witt Mares, PLC fees of $17,322, for the annual audit of our financial statements and fees of $21,678 for the quarterly review of financial statements included in our Forms 10-Q.

Audit Related Fees

For fiscal 2012, CBI did not pay any fees to Witt Mares, PLC for audit-related services.

For fiscal 2011, CBI did not pay any fees to Witt Mares, PLC for audit-related services.

Tax Fees

For fiscal 2012, CBI paid Witt Mares, PLC $7,228 for tax services.

For fiscal 2011, CBI paid Witt Mares, PLC $4,000 for tax services.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

See "Exhibit Index."

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Commonwealth Biotechnologies, Inc.

By: /s/ Richard J. Freer, Ph.D
Richard J. Freer, PH.D
Chief Executive Officer
(Principal Executive Officer)

Date: April 20, 2012

By: /s/ Vincent B. McNelley
Vincent B. McNelley
Acting Principal Financial Officer
(Principal Financial Officer)

Date: May 20, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ Richard J. Freer, Ph.D Richard J. Freer, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	May 20, 2013
/s/ Bill Guo Bill Guo	Director	May 20, 2013
/s/ James. P. Causey James P. Causey	Director	May 20, 2013
/s/ Samuel P. Sears, Jr. Samuel P. Sears, Jr.	Director	May 20, 2013
/s/ Maria Song, M.D., Ph.D. Maria Song, M.D., Ph.D.	Director	May 20, 2013
/s/ Paul D'Sylva, Ph.D Paul D'Sylva, Ph.D.	Director	May 20, 2013
/s/ Eric Tao Eric Tao	Director	May 20, 2013

Executive Compensation Plans and Arrangements

The following is a list of all executive compensation plans and arrangements filed as exhibits to this annual report on Form 10-K or incorporated herein by reference:

1. First Amended and Restated Employment Agreement between the Company and Richard J. Freer, Ph.D. (4)
2. Second Amendment to First Amended and Restated Employment Agreement for Richard J. Freer, Ph.D. (5)
3. 1997 Stock Incentive Plan, as amended (7)
4. 2000 Stock Incentive Plan (8)
5. 2002 Stock Incentive Plan, as amended (9)
6. 2007 Stock Incentive Plan (10)
7. 2009 Stock Incentive Plan

(1) Incorporated by reference to the Company's Form 10-KSB, dated March 31, 2009, File No. 001-13467.
(2) Incorporated by reference to the Company's Current Report on Form 8-K dated February 28, 2007, File No. 001-13467.
(3) Incorporated by reference to the Company's Current Report on Form 8-K dated January 5, 2007, File No. 001-13467.
(4) Incorporated by reference to the Company's Form 10-KSB, dated April 9, 2008 (as amended on April 30, 2008), File No. 001-13467.
(5) Incorporated by reference to the Company's Current Report on Form 8-K dated June 28, 2005, File No. 001-13467.
(6) Incorporated by reference to the Company's Form 10-KSB, dated March 31, 2006, File No. 001-13467.
(7) Incorporated by reference to the Company's Form 10-KSB, dated March 31, 2003, File No. 001-13467.
(8) Incorporated by reference to the Company's Registration Statement on Form SB-2, Registration No. 333-31731.
(9) Incorporated by reference to the Company's Registration Statement on Form S-8, Registration No. 333-51074.
(10) Incorporated by reference to the Company's Registration Statement on Form S-8, Registration No. 333-102368.
(1) Incorporated by reference to the Company's other definitive Proxy Statement dated April 12, 2007, File No. 001-13467

EXHIBIT INDEX

Exhibit Number	Description Of Exhibits
3(i).1	Articles of Incorporation of Commonwealth Biotechnologies, Inc. (1)
3(i).2	Articles of Amendment of Articles of Incorporation of Commonwealth Biotechnologies, Inc. (2)
3(ii).1	Third Amended and Restated Bylaws of Commonwealth Biotechnologies, Inc. (3)
3(ii).2	Amendment to Third Amended and Restated Bylaws of Commonwealth Biotechnologies, Inc. (4)
4.1	Form of Common Stock Certificate (1)
4.2	Form of Class A Warrant (5)
4.3	Form of Class B Warrant (5)
4.4	Form of Secured Convertible Promissory Note (5)
10.1	Subscription Agreement (5)
10.2	Security Agreement (5)
10.3	Stock Purchase Agreement by and among Commonwealth Biotechnologies, Inc., Pharmaust Limited and Pharmaust Chemistry Ltd. dated November 24, 2006 (6)
10.4	Voting and Lock-Up Agreement dated as of February 9, 2007 (7)
10.5	Registration Rights Agreement, dated as of February 9, 2007 (7)
10.6	Employment Agreement between the Company and Paul D'Sylva, Ph.D. (8)
10.7	First Amended and Restated Employment Agreement for Richard J. Freer, Ph.D. (8)
10.8	First Amendment to First Amended and Restated Employment Agreement between the Company and Richard J. Freer, Ph.D. (9)
10.9	Second Amendment to First Amended and Restated Employment Agreement for Richard J. Freer, Ph.D. (10)
10.10	Officer's Severance Agreement for James H. Brennan (13)
21.1	Subsidiaries of Commonwealth Biotechnologies, Inc. (14)
23.1	Consent of PBMares, LLP (20)
23.2	Consent of Witt Mares, PLC (20)
31.1	Certification of Richard J. Freer, Ph.D. (20)
31.2	Certification of Vincent B. McNelley(20)
32.1	Section 906 Certification of Richard J. Freer, Ph.D. (20)
32.2	Section 906 Certification of Vincent B. McNelley (20)
99.1	1997 Stock Incentive Plan, as amended (15)
99.2	2000 Stock Incentive Plan (16)

99.3 2002 Stock Incentive Plan, as amended (17)

99.4 2007 Stock Incentive Plan (18)

(1) Incorporated by reference to the Company's Registration Statement on Form SB-2, Registration No. 333-31731.
(2) Incorporated by reference to the Company's Current Report on Form 8-K, dated October 31, 2007, File No. 001-13467.
(3) Incorporated by reference to the Company's Current Report on Form 8-K, dated March 29, 2007, File No. 001-13467.
(4) Incorporated by reference to the Company's Current Report on Form 8-K, dated March 28, 2008, File No. 001-13467.
(5) Incorporated by reference to the Company's Current Report on Form 8-K, dated January 8, 2008, File No. 001-13467.
(6) Incorporated by reference to the Company's Current Report on Form 8-K, dated November 29, 2007, File No. 001-13467.
(7) Incorporated by reference to the Company's Current Report on Form 8-K, dated February 15, 2007, File No. 001-13467.
(8) Incorporated by reference to the Company's Current Report on Form 8-K, dated February 28, 2007, File No. 001-13467.
(9) Incorporated by reference to the Company's Current Report on Form 8-K, dated August 15, 2005, File No. 001-13467.
(10) Incorporated by reference to the Company's Current Report on Form 8-K, dated March 31, 2006, File No. 001-13467.
(11) Incorporated by reference to the Company's Current Report on Form 8-K, dated January 5, 2007, File No. 001-13467.
(12) Incorporated by reference to the Company's Form 10-KSB, dated March 31, 2006, File No. 001-13467.
(13) Incorporated by reference to the Company's Form 10-KSB, dated March 31, 2003, File No. 001-13467.
(14) Incorporated by reference to the Company's Registration Statement on Form SB-2, Registration No. 333-148942.
(15) Incorporated by reference to the Company's Registration Statement on Form SB-2, Registration No. 333-31731.
(16) Incorporated by reference to the Company's Registration Statement on Form S-8, Registration No. 333-51074.
(17) Incorporated by reference to the Company's Registration Statement on Form S-8, Registration No. 333-102368.
(18) Incorporated by reference to the Company's other definitive Proxy Statement dated April 12, 2007, File No. 001-13467.
(19) Incorporated by reference to the Company's Form 10-KSB, dated April 9, 2008 (as amended on April 30, 2008), File No. 001-13467.
(20) Filed herewith.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Annual Report on Form 10-K of Commonwealth Biotechnologies, Inc. for the year ended December 31, 2012 of our report dated May 13, 2013 included in its Registration Statement on Form S-8 (No. 333-51074) and S-3 (No. 333-51078) relating to the financial statements for the year then ended.

/s/PBMares, LLP

Richmond, Virginia
May 20, 2013

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Annual Report on Form 10-K of Commonwealth Biotechnologies, Inc. for the year ended December 31, 2011 of our report dated April 11, 2012 included in its Registration Statement on Form S-8 (No. 333-51074) and S-3 (No. 333-51078) relating to the financial statements for the years then ended.

/s/Witt Mares, PLC

Richmond, Virginia
April 13, 2012

Exhibit 31.1

CERTIFICATION

I, Richard J. Freer, Ph.D., certify that:

(1) I have reviewed this Annual report on Form 10-K of Commonwealth Biotechnologies, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

(4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 20, 2013

/s/ Richard J. Freer, Ph.D.
Richard J. Freer, Ph.D.
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Vincent B. McNelley, certify that:

(1) I have reviewed this annual report on Form 10-K of Commonwealth Biotechnologies, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

(4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: May 20, 2013

/s/ Vincent B. McNelley
Vincent B. McNelley
Acting Principal Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Commonwealth Biotechnologies, Inc. (the "Company") on Form 10-K for the year ending December 31, 2012 as filed with the Securities and Exchange Commission on April 15, 2013 (the "Report"), I, Richard J. Freer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 20, 2013

/s/ Richard J. Freer, Ph.D.

Richard J. Freer, Ph.D
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Commonwealth Biotechnologies, Inc. (the "Company") on Form 10-K for the year ending December 31, 2012 as filed with the Securities and Exchange Commission on April 15, 2013 (the "Report"), I, Vincent McNelley, Acting Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 20, 2013

/s/ Vincent McNelley

Vincent McNelley
Acting Principal Financial Officer and Acting
Principal Accounting Officer