

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

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 23, 1998

COMMONWEALTH BIOTECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

Virginia -----	001-13467 -----	56-1641133 -----
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

911 East Leigh Street, Suite G-19, Richmond, Virginia -----	23219 -----
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (804) 648-3820

N/A

(Former name or former address, if changed since last report)

Item 4. Changes in Registrant's Certifying Accountant.

Goodman & Company, L.L.P. ("Goodman") served as the Company's independent public accountants for the fiscal years ended December 31, 1995, December 31, 1996 and December 31, 1997. For various business reasons, the Audit Committee of the Company's Board of Directors (the "Audit Committee") recommended the dismissal of Goodman to the Company's Board of Directors, and on February 23, 1998, the Company officially terminated its business relationship with Goodman. Goodman's reports on the Company's financial statements for each of the last two fiscal years did not contain an adverse, qualified or disclaimer of opinion. Similarly, Goodman did not modify either such report as to uncertainty, audit scope or accounting principles. There were no disagreements between the Company and Goodman regarding any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

Upon the recommendation of the Audit Committee of the Company's Board of Directors, the Board of Directors of the Company appointed on February 23, 1998, subject to the approval of the Company's shareholders, the firm McGladrey & Pullen, LLP as independent public accountants to audit the Company's consolidated financial statements for the fiscal year ended December 31, 1998.

Item 7. Financial Statements and Exhibits.

- a. Financial statements.
Not applicable.
- b. Pro forma Financial Information.
Not applicable.
- c. Exhibits.

16.1 - Letter on change in certifying accountant (filed herewith).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMMONWEALTH BIOTECHNOLOGIES, INC.

By: /s/ Robert B. Harris, Ph.D.

 Robert B. Harris, Ph.D.
 President

March 12, 1998

Securities and Exchange Commission
Office of the Chief Accountant
Washington, D.C. 20549

We were previously independent accountants for Commonwealth Biotechnologies, Inc. (CBI) and, on February 9, 1998, we reported on the financial statements of CBI as of and for the two years ended December 31, 1997. On February 23, 1998, we were dismissed as Commonwealth Biotechnologies, Inc.'s independent accountants. We have read CBI's statements included under Item 4 of its Form 8-K dated February 23, 1998, and we agree with such statements.

Goodman & Company, L.L.P.

Richmond, VA
March 2, 1998