

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF
DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934.**

Commission File Number : 001-13467

Commonwealth Biotechnologies, Inc
(Exact name of registrant as specified in its charter)

718 Grove Road, Midlothian, VA 23114

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive office)

Common Stock, no par value per share
(Title of each class of securities covered by this form)

None

(Title of all other classes of securities for which a duty to file reports under section 13(a) or 15(d)
remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or
suspend the duty to file reports:

Rule 12g-4(a)(1)

Rule 12g-4(a)(2) ☐

Rule 12h-3(b)(1)(i) ☐

Rule 12h-3(b)(1)(ii) ☐

Rule 15d-6 ☒ ☐

Approximate number of holders of record as of the certification or notice date: 1200

Pursuant to the requirements of the Securities Exchange Act of 1934, Commonwealth Biotechnologies, Inc has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 14, 2011

Commonwealth Biotechnologies, Inc

By: /s/ Bill Guo

Bill Guo, Chairman