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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 01/20/2011

Commonwealth Biotechnologies, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-13467

Virginia
(State or other jurisdiction of
incorporation)

54-1641133
(IRS Employer
Identification No.)

718 Grove Road
Midlothian, VA 23114
(Address of principal executive offices, including zip code)

(804) 464-1601
(Registrant's telephone number, including area code)

601 Biotech Drive
Richmond, VA 23235
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.03. Bankruptcy or Receivership

On January 20, 2011, the Registrant filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of Virginia seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). The case number is 11-30381.

The Company will continue to operate its business as debtor-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and the orders of the Bankruptcy Court.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements of businesses acquired.
Not Applicable.

(b) Pro forma financial information.

Not Applicable.

(c) Shell company transactions.

Not Applicable.

(d) Exhibits.

99.1 Press release dated January 21, 2011, entitled "Commonwealth Biotechnologies, Inc. Announces Filing for Reorganization under Chapter 11 Bankruptcy."

SIGNATURES

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

Commonwealth Biotechnologies, Inc.

Date: January 25, 2011

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

Richard J. Freer, Ph.D.

Chief Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| EX-99.1 | Commonwealth Biotechnologies, Inc. Announces Filing for Reorganization Under Chapter 11 Bankruptcy. |

Commonwealth Biotechnologies, Inc. Announces Filing for Reorganization Under Chapter 11 Bankruptcy.

RICHMOND, VA (January 20, 2011), Commonwealth Biotechnologies, Inc. ("CBI") (CBTE.PK) announced today that it has filed for reorganization under Chapter 11 bankruptcy in order to complete its planned divestment of assets and subsequent identification of a merger partner in an orderly and efficient way. The process could take up to 12-18 months to complete.

Dr. Richard J. Freer, CEO of CBI said, "This step is the result of the confluence of timing pressures and the actions of secured creditors seeking to collect on debt owed. While bankruptcy sometimes carries a negative connotation, the company believes this is the best way for the company to satisfy all debt, not just secured debt. Our ultimate goal remains unchanged from previous communications to the market, that is, to emerge from this filing debt free with the ability to return shareholder value as well."

About CBI

CBI offers cutting-edge peptide research and development products and services to the global life sciences industry. CBI now operates through its Australian subsidiary, Mimotopes, Pty Ltd.

No statement made in this press release should be interpreted as an offer to purchase any security. Such an offer can only be made in accordance with the Securities Act of 1933, as amended and applicable state securities laws. Any statements contained in this release that relate to future plans, events or performance are forward-looking statements that involve risks and uncertainties as identified in CBI's filings with the Securities and Exchange Commission. Actual results, events or performance may differ materially. Specifically, CBI cannot guaranty that:

- The company will be able to satisfy all its debt ; or
- The company will be able to successfully emerge from the Chapter 11 filing.

Readers are cautioned not to place undo reliance on these forward-looking statements, which speak only as the date hereof. Further, all forward-looking statements included in this press release are based upon information available to CBI as of the date hereof. CBI assumes no obligation to update any such forward-looking statements.

Contact

Commonwealth Biotechnologies, Inc.

Richard J. Freer, Ph.D., CEO, 804 464 1601