
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934**

Date of report (date of earliest event reported): May 15, 2006

COMMONWEALTH BIOTECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or Other Jurisdiction
of Incorporation)

001-13467
(Commission File Number)

56-1641133
(IRS Employer
Identification No.)

601 Biotech Drive
Richmond, Virginia 23235
(Address of principal executive offices)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING

(c) On May 15, 2006, Commonwealth Biotechnologies, Inc. received a Staff Review of Deficiency from the Nasdaq Listing Qualifications Department (the "Listing Department") indicating that the Listing Department had determined that the Company was not in compliance with, but subsequently came into compliance with, Nasdaq Marketplace Rule 4350(c)(4). Nasdaq issued this Staff Review of Deficiency in accordance with Marketplace Rule 4803(a).

In accordance with Nasdaq Marketplace Rule 4803(a), the Company issued a press release on May 18, 2006 to announce that the Company received the Staff Review of Deficiency from Nasdaq. A copy of this press release is attached as Exhibit 99.1 to this report and incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of businesses acquired.

Not Applicable.

(b) Pro forma financial information.

Not Applicable.

(c) Exhibits.

99.1 Press release, dated May 18, 2006, relating to the receipt by Commonwealth Biotechnologies, Inc. of a Nasdaq Review of Deficiency on May 15, 2006.

Pursuant to the requirements of the Securities and 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 and Chief Executive Officer

Dated: May 18, 2006

EXHIBIT INDEX

Number	Description of Exhibit
99.1	Press release, dated May 18, 2006, relating to the receipt by Commonwealth Biotechnologies, Inc. of a Nasdaq Review of Deficiency on May 15, 2006.

For further information, contact:

Dr. Robert B. Harris

President/CEO, CBI

Phone: 800 735 9224

Fax: 804 648 2641

CBI Receives NASDAQ Staff Deficiency Letter

Independent Directors must head all Corporate Governance Committees

RICHMOND, VA (May 18, 2006) – On May 15, 2006, Commonwealth Biotechnologies, Inc. (CBI) (NASDAQ Capital Market: CBTE), a solutions provider to the global biotechnology industry, government agencies, pharmaceutical companies, and academic institutions, received a staff deficiency letter indicating that it was not in compliance with Nasdaq's Nominating Committee requirements as set forth in Marketplace Rule 4350(c)(4) because the committee was chaired by Mr. Thomas R. Reynolds, a non-independent director. Mr. Reynolds immediately resigned his position on the committee and was replaced as chair by Mr. Joseph Slay, an independent director. The Company was subsequently notified by NASDAQ that it regained compliance with the Rule and that the matter is now closed.

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About CBI

Commonwealth Biotechnologies, Inc. is a solutions provider to the global biotechnology industry, academic institutions, government agencies, and pharmaceutical companies. It offers broad ranging expertise and a complete array of the most current analytical and synthetic chemistries and biophysical analysis technologies, many of which are not available from other commercial sources. CBI has crafted a stimulating, open environment where scientists collaborate among themselves and with our clients, take on interesting challenges and develop creative solutions. Through its FIL division, CBI offers comprehensive genetic identity testing, including paternity, forensic, and CODIS analyses. CBI is accredited by the American Association of Blood Banks, CLIA, and the

National Forensic Science Technology Council, and operates fully accredited BSL-3 laboratory. For more information, visit CBI on the web at www.cbi-biotech.com and visit FIL at www.fairfaxidlab.com.

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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 the Company's filings with the Securities and Exchange Commission. Actual results, events or performance may differ materially. No statement herein should be considered an offer of any securities. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as the date hereof. The Company undertakes no obligation to publicly release the results of any revisions to statements that may be made to reflect the events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.