

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): November 20, 2008

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))

ITEM 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.

On November 25, 2008, the Registrant issued a press release announcing that on November 20, 2008 it was notified by the NASDAQ Stock Market ("NASDAQ") that it is no longer in compliance with NASDAQ Marketplace Rule 4310(c)(14), due to its failure to file its Form 10-Q for the period ended September 30, 2008 (the "Periodic Report"). The NASDAQ staff requested that, on or before January 20, 2009, the Registrant submit its specific plan to regain compliance with all listing requirements. Following a review of this plan, the NASDAQ staff can grant the Registrant an exception, up to 180 calendar days from the due date of the Periodic Report, or until May 18, 2009, to regain compliance. If the NASDAQ staff determines that it is not appropriate to provide the Registrant with an exception, the NASDAQ staff will provide the Registrant with written notice that the Registrant's securities will be delisted. At that time, the Registrant may appeal the decision to a NASDAQ Listing Qualifications Panel.

The Registrant's press release dated November 25, 2008 with respect to the notification from NASDAQ described above is attached hereto as Exhibit 99.1.

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 November 25, 2008.

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/ Richard J. Freer, Ph.D.

Richard J. Freer, Ph.D.
Chief Operating Officer

Dated: November 25, 2008

EXHIBIT INDEX

Number	Description of Exhibit
99.1	Press release dated November 25, 2008.

**Commonwealth Biotechnologies Receives
Marketplace Rule 4310(c)(14) Notice from NASDAQ**

RICHMOND, Va.—(November 25, 2008)—Commonwealth Biotechnologies, Inc. (“CBI”) (Nasdaq Capital Market: CBTE), a contract research organization providing outsourced services in the area of biotechnology discovery and development to companies worldwide, today announced that on November 20, 2008, it was notified by the NASDAQ Stock Market that it is no longer in compliance with NASDAQ Marketplace Rule 4310(c)(14) due to its failure to file its form 10-Q for the period ended September 30, 2008. The delayed filing is a result of complex accounting issues associated with the discontinued operation in England and the modification of the Company’s convertible debt instrument.

As provided in the NASDAQ rules, CBI has the opportunity to submit to NASDAQ a specific plan to regain compliance. CBI intends to submit in a timely manner to the NASDAQ staff a plan to regain compliance with NASDAQ Marketplace Rule 4310(c)(14). If, after completion of its review, NASDAQ determines it is not appropriate to provide CBI with an exception, NASDAQ staff will provide written notice that CBI’s securities will be subject to delisting. At that time, CBI has the right to appeal the decision to a NASDAQ Listing Qualifications Panel. In such an event, CBI’s securities would remain listed on NASDAQ pending a decision by the Panel following the hearing.

About Commonwealth Biotechnologies, Inc.

CBI is a growing contract research organization that offers a comprehensive, integrated range of services for the discovery and development of therapeutics, vaccines and diagnostics by working as a partner with its customers in the global life sciences industries. Applying skills from its extensive experience serving life sciences companies worldwide, CBI offers insight, innovation and project management capabilities to customers, whether pharmaceutical giants or emerging biotechnology companies.

CBI operates through four business units: (1) CBI Services, a discovery-phase contract research organization; (2) Fairfax Identity Laboratories, a DNA reference business; (3) Mimotopes Pty Ltd, Melbourne, Australia, a peptide and discovery chemistry business; and (4) Venturepharm Asia, Beijing, China, a contract research joint venture specializing in process scale-up, formulation development, cGMP manufacturing and clinical trial management. CBI companies directly employ over 100 staff in three laboratories and have access to over 2,000 additional staff through CBI’s Venturepharm (Asia) joint venture. For more information, visit CBI on the web at www.cbi-biotech.com.

Forward Looking Statements

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. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as the date hereof. Specifically, there can be no guaranty that CBI’s work on behalf of the United States government will be utilized for any future testing. CBI undertakes no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect the events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Contact:

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