

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): December 22, 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On December 22, 2008, the registrant accepted the resignation of Thomas R. Reynolds as Secretary of the Board of Directors of the registrant. Mr. Reynolds will continue to serve the registrant as its Executive Vice President. Mr. Reynolds' resignation resulted from his desire to focus on his duties as Executive Vice President and Mr. Reynolds' resignation did not result from a disagreement with the registrant, as such term is defined in 17 CFR 240.3b-7, relating to the registrant's operations, policies or practices. The registrant has not appointed a person to fill the vacancy in the position of Secretary.

ITEM 8.01 OTHER EVENTS.

On November 20, 2008, The NASDAQ Stock Market notified the registrant that it no longer met the periodic filing requirement for The NASDAQ Stock Market under Marketplace Rule 4310(c)(14). On December 24, 2008, the registrant received written notice from The NASDAQ Stock Market that it has regained full compliance with Marketplace Rule 4310(c)(14) by filing its Form 10-Q for the period ended September 30, 2008. The NASDAQ Stock Market now considers this matter closed.

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 December 29, 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: December 29, 2008

EXHIBIT INDEX

| Number | Description of Exhibit |
|--------|--|
| 99.1 | Press release dated December 29, 2008. |

**Commonwealth Biotechnologies, Inc. Regains Full NASDAQ
Compliance**

RICHMOND, VA (December 29, 2008)—Commonwealth Biotechnologies, Inc. (CBI) (NASDAQ Capital Market: CBTE), a life sciences contract research organization and biotechnology company, received written notice on December 24, 2008 from NASDAQ that by filing its form 10-Q for the period ended September 30, 2008, it has met the conditions of compliance under Marketplace Rule 4310(c)(14) and NASDAQ considers the matter closed. The delayed filing was the result of complex accounting issues associated with a discontinued operation in England and the modification of the Company's convertible debt instrument.

About CBI

CBI offers cutting-edge research and development products and services to the global life sciences industry. CBI now operates through: (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), a contract research joint venture specializing in drug discovery and development, process scale-up, formulation development, cGMP manufacturing and clinical trial management. For more information, visit CBI on the web at www.cbi-biotech.com

Forward Looking Statements

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. 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 assurance that the Company will not fall out of compliance again with the relevant NASDAQ listing rules.

For further information, contact:

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COO, CBI

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