

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): September 15, 2009

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 September 18, 2009, the Registrant issued a press release announcing that on September 15, 2009 it was notified by the NASDAQ Stock Market ("NASDAQ") that for the past 30 consecutive business days, the bid price for the Registrant's common stock closed below \$1.00, the minimum per share bid price required for continued listing on the NASDAQ Capital Market under NASDAQ Listing Rule 5550(a)(2). The Registrant was further advised by NASDAQ that under NASDAQ Listing Rule 5810(c)(3)(A), the Registrant is allowed a grace period of 180 calendar days to regain compliance. If at any time during the 180 day grace period the bid price of the Registrant's common stock closes at a price of \$1.00 per share or more for a minimum of ten consecutive business days, NASDAQ will provide the Registrant with written confirmation of compliance and the matter will be closed. However, if the Registrant does not regain compliance prior to the expiration of the grace period, its common stock may be subject to delisting from the NASDAQ Capital Market.

The Registrant's press release dated September 18, 2009 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 September 18, 2009.

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: September 21, 2009

EXHIBIT INDEX

Number	Description of Exhibit
99.1	Press release dated September 18, 2009.

**Commonwealth Biotechnologies, Inc.
Receives NASDAQ Notification Regarding Bid Price;
Grace Period Granted Through March 15, 2010**

RICHMOND, Va.—(September 18, 2009)—Commonwealth Biotechnologies, Inc. (“CBI” or “Company”) (NASDAQ Capital Market: CBTE) today announced that on September 15, 2009, CBI received a letter from The NASDAQ Stock Market indicating that the bid price of the Company’s common stock had closed below the minimum \$1.00 per share threshold set forth in NASDAQ Listing Rule 5550(a)(2) for the prior 30 consecutive business days. As such NASDAQ has granted the Company 180 calendar days, or until March 15, 2010, to regain compliance with the minimum bid price requirement. Should the Company satisfy the criteria for initial listing on The NASDAQ Capital Market (except for bid price) as of March 15, 2010, the Company will be entitled to a second 180-calendar day period, through September 13, 2010, to regain compliance with the minimum bid price requirement. CBI will regain compliance with NASDAQ’s minimum bid price requirement if the bid price of its common stock closes at \$1.00 or higher for a minimum of ten consecutive business days during the compliance period. This most recent notice has no impact on the Company’s listing at this time.

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 consortium 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.

For more information contact: Richard J. Freer, Ph.D., COO, 804-648-3820