

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 AND EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): October 20, 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 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 October 23, 2009, entitled "Commonwealth Biotechnologies, Inc. Receives NASDAQ Notice."

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: October 23, 2009

EXHIBIT INDEX

Number

Description of Exhibit

99.1	Press release dated October 23, 2009, entitled “Commonwealth Biotechnologies, Inc. Receives NASDAQ Notice.”
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Commonwealth Biotechnologies, Inc. Receives NASDAQ Notice

On July 24, 2009, The NASDAQ Stock Market notified Commonwealth Biotechnologies, Inc. ("CBI") (NASDAQ: CBTE) that CBI was to be delisted from the NASDAQ Capital Market as a result of a failure to comply with NASDAQ Listing Rule 5550(b) due to a failure to maintain minimum stockholders' equity of \$2.5 million and a failure to file a Form 8-K affirming compliance with Rule 5550(b). Subsequently, CBI requested and was granted a hearing to present its plan for regaining compliance under the Rule. That hearing was convened on September 3, 2009. On October 20, 2009, CBI was notified that the Hearing Panel has granted the request of CBI to remain listed on The NASDAQ Stock Market through January 20, 2010, subject to the condition that, on or before January 20, 2010, CBI evidence shareholders' equity of at least \$2.5 million or demonstrate compliance with one of the alternative listing criteria of NASDAQ Listing Rule 5550(b).

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.

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. Specifically, there can be no assurance (i) that CBI will meet all or any of the conditions outlined in the letter; (ii) that CBI will be able to regain and maintain compliance under the Rule; or (iii) that CBI will remain listed on the NASDAQ Capital Market.

SOURCE: Commonwealth Biotechnologies, Inc.
Commonwealth Biotechnologies, Inc.
Dr. Richard J Freer, COO, 804-648-3820