

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): March 27, 2013

COMMONWEALTH BIOTECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Virginia
(State or Other Jurisdiction
of Incorporation)

001-13467
(Commission
File Number)

54-1641133
(IRS Employer
Identification No.)

**718 Grove Road
Midlothian, Virginia 23114
(804) 464-1601**
(Address, including Zip Code and Telephone Number, including
Area Code, of Principal Executive Offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation 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 4.01 Changes in Registrant’s Certifying Accountant

As noted in Form 8-K that was previously filed on February 4, 2013, Commonwealth Biotechnologies, Inc. (“CBI” or the Company”) was notified by Witt Mares, PLC (“Witt Mares”), its independent registered public accounting firm, that Witt Mares has entered into a business combination with the accounting firm of PBGH, LLP (“PBGH”). In connection with the business combination, Witt Mares is succeeded by a newly created entity, PBMAres, LLP (“PBMAres”), which separately is registered with the Public Company Accounting Oversight Board (the “PCAOB”). As a result of the business combination and in accordance with applicable Securities and Exchange Commission (“SEC”) rules related to business combinations of independent registered public accounting firms, on January 17, 2013, Witt Mares resigned as CBI’s independent registered public accounting firm.

On March 25, 2013, CBI engaged PBMAres as the Company’s independent registered public accounting firm.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 27, 2013

Commonwealth Biotechnologies, Inc.

By: /s/ Richard J. Freer, Ph.D.

Name: Richard J. Freer, Ph.D.

Title: Chief Executive Officer