

**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 Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 5, 2019 (June 4, 2019)

**MOXIAN, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(state or other jurisdiction  
of incorporation)

**001-37902**

(Commission  
File Number)

**27-3729742**

(IRS Employer  
Identification Number)

**Units B & C, 9/F, Block D Fuhua Tower 8 Chaoyangmen North Street Dongcheng District,  
Beijing 100027 Peoples' Republic of China**  
(address of principal executive offices) (zip code)

**Tel: +86 (010) 5332 0602**

(registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock

Trading Symbol(s)

MOXC

Name of Each Exchange on Which Registered

Nasdaq Capital Market

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

On June 4, 2019, Moxian, Inc. (the “Company”) received a letter from The Nasdaq Stock Market (“Nasdaq”) indicating that the Company is required to maintain a minimum market value of listed securities of \$35 million. The letter indicated that the Company’s market value of listed securities was below \$35 million for 30 consecutive business days. As such, the Company was not compliant with the market value of listed securities requirement under Nasdaq Listing Rule 5550(b)(2). In its notice letter, the staff of Nasdaq noted that the Company also does not meet the requirements under Listing Rules 5550(b)(1) and 5550(b)(3), which set forth alternative standards for continued listing on the Nasdaq Capital Market based upon stockholders’ equity or net income from continuing operations, respectively.

The Notice provides the Company with a grace period of 180 calendar days, or until December 2, 2019, to regain compliance with the listing rules. If the Company does not regain compliance within the grace period, the Company expects that Nasdaq would provide notice that its securities are subject to delisting from the Nasdaq Capital Market.

This Form 8-K is filed to satisfy the obligation under Rule 5810(b) that the Registrant publicly disclose the deficiency within four (4) business days after the date of the deficiency letter.

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**SIGNATURE**

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

**MOXIAN, INC.**

Date: June 5, 2019

By: /s/ Hao Qinghu

Name: Hao Qinghu

Title: Chief Executive Officer

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