

**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): February 25, 2020 (February 20, 2020)

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 February 20, 2020, Moxian, Inc. (the “Company”) received a letter from the Nasdaq Stock Market (“Nasdaq”) notifying the Company that it had violated Nasdaq Listing Rule 5250(c)(1) because the Company had not yet filed its Quarterly Report on Form 10-Q for the period ended December 31, 2019. As previously disclosed, the Form 10-Q could not be filed by its February 17, 2020 deadline without unreasonable effort and expenses because the Company’s personnel have been unable to return to work due to travel restrictions and related complications arising from the COVID-19 coronavirus. Due to the continuing crisis, the Company is currently unable to project the date it will be able to file the Form 10-Q.

Under Nasdaq rules, the Company now has 60 calendar days, or until April 20, 2020, to submit to Nasdaq a plan to regain compliance with the Nasdaq Listing Rules. After Nasdaq reviews the Company’s plan, Nasdaq will provide the Company a written notice of its decision. If Nasdaq accepts the plan, the Company may be granted until August 12, 2020 to regain compliance. If Nasdaq does not accept the plan, the Company will have the opportunity to appeal that decision to a Hearings Panel pursuant to Listing Rule 5815(a).

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: February 25, 2020

By: /s/ Hao Qinghu

Name: Hao Qinghu

Title: Chief Executive Officer
