

**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): August 26, 2020 (August 25, 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

Trading Symbol(s)

Name of Each Exchange on Which Registered

Common Stock

MOXC

Nasdaq Capital Market

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

As previously disclosed, on May 27, 2020, Moxian, Inc. (the “**Registrant**”) received a letter from NASDAQ regarding the Registrant’s failure to comply with NASDAQ Continued Listing Rule 5550(a)(2) (the “**Rule**”), which requires listed securities to maintain a minimum bid price of \$1.00 per share. A failure to comply with the Rule exists when listed securities fail to maintain a closing bid price of at least \$1.00 per share for 30 consecutive business days. Based on the closing bid price for the last 30 consecutive business days at that time, the Registrant failed to meet the aforesaid requirement.

On August 25, 2020, the Registrant received a letter from NASDAQ (the “**August Letter**”) notifying the Registrant that Nasdaq has determined that for the last 16 consecutive business days, from August 3 to August 24, 2020, the closing bid price of the Registrant’s common stock has been at \$1.00 per share or greater. Accordingly, the Company has regained compliance with the Rule and this matter has now been closed by Nasdaq.

Nasdaq Listing Rule 5810(b) requires that the Registrant promptly disclose receipt of the August Letter. The Registrant is filing this Current Report on Form 8-K for the purpose of satisfying Nasdaq’s disclosure requirement.

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.

By: /s/ Hao Qinghu

Name: Hao Qinghu

Title: Chief Executive Officer

Date: August 26, 2020