

ENTRX CORP
Form 8-K
January 12, 2005

Table of Contents

**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): **January 6, 2005**

Entrx Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

95-2368719

(I.R.S. Employer ID No.)

**800 Nicollet Mall, Suite 2690
Minneapolis, Minnesota**

(Address of Principal Executive Office)

55402

(Zip Code)

Registrant's telephone number, including area code: **(612) 333-0614**

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):

registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding

- 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))
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TABLE OF CONTENTS

Section 3 Securities and Trading Markets

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Table of Contents

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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

In a Form 8K filed by us on December 20, 2004, we reported that we received a notice from the NASDAQ Stock Market that Entrx Corporation's common stock was no longer eligible to be listed on the NASDAQ Small Cap Market because the bid price of its common stock fell below \$1.00 per share for 30 consecutive days prior to June 14, 2004, and did not exceed that price for 180 days thereafter. The Company appealed that determination, but such appeal has not yet been heard. On January 6, 2005, the NASDAQ stated that it was adding as reasons for such delisting a concern about the ability of a principal shareholder of Entrx Corporation to influence the operations and activities of Entrx Corporation. The shareholder in question had entered into an agreement with the NASD in 2001, resulting from his refusal to cooperate with the NASD in connection with an NASD investigation. Under this agreement the shareholder was barred from any future association with an NASD member. NASDAQ also alleges that we failed to provide it with information relating to that shareholder's bar. The information requested was not available to us. In adding these additional reasons, NASDAQ cited NASDAQ Marketplace Rules 4300 and 4330(a)(3), which gives it discretionary authority to deny continued listing of a security in order to maintain the quality of, and the public's confidence in, the NASDAQ Stock Market.

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, thereunto duly authorized.

ENTRX CORPORATION

Date: January 12, 2005

/s/ Brian D. Niebur

Brian D. Niebur
Chief Financial Officer