
**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): March 17, 2018

PEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

47-1598792
(I.R.S. Employer
Identification No.)

701 Brickell Avenue, Suite 1550, Miami Florida 33131
(Address of principal executive offices) (Zip Code)

(844) 736-6266
(Registrant's telephone number, including area code)

Former name or former address, if changed since last report:

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

Due to a delay in filing its annual report, PEN is non-compliant under Section 2.2 of the OTCQB Listing Standards. Accordingly, shares of PEN Inc Class A common stock will no longer trade on the OTCQB. Beginning May 18, 2018 shares of PEN Class A common stock will trade on the OTCMKTS system.

Item 7.01 Regulation FD Disclosure

On May 17, 2018 we issued a press release announcing the change in our trading. A copy of that press release is attached as Exhibit 99.1 and is incorporated by reference.

The information contained in the press release attached hereto is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the ‘Exchange Act’), or otherwise subject to the liability of that Section and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	PEN Inc. press release dated May 17,2018

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.

PEN Inc.

Date: May 18, 2018

By: /s/ Jeanne M Rickert
Secretary

PEN Inc. announces move to OTCMKTS

MIAMI, Florida, May 17, 2018– PEN Inc. (OTCMKTS:PENC) announced today that, due to a delay in filing its annual report, PEN is non-compliant under Section 2.2 of the OTCQB Listing Standards. Accordingly, shares of PEN Inc Class A common stock will no longer trade on the OTCQB. Starting Friday, May 18, 2018 the shares will be quoted on the OTCMKTS system.

PEN is working diligently to complete its audit and to become current in its SEC filings. The company intends to seek to return to the OCTQB as soon as possible once it becomes current in its reporting obligations.

Scott Rickert, President and Chairman commented: “We are committed to becoming current in our reporting and applying to return to the OTCQB. In the fourth quarter of 2017 and the first quarter of 2018, our principal operating company, PEN Brands, was changing its location and shifting to increased outside production. This transition, which is ongoing, has taken significant management time. As a result, the year-end physical inventory happened late and increased the audit work. To prevent this in the future, we have hired a strong CFO at PEN Brands. Up until very recently, I believed we would complete the audit in time to maintain our OTCQB listing. Unfortunately, that is not the case and I share the frustration of our other shareholders at this result. I assure all our stakeholders that our team is dedicated to completing our SEC filings. We plan to apply to the OTCQB as soon as we are current with our SEC filings.”

About PEN Inc.

PEN Inc. is a leader in developing, commercializing, and marketing consumer and industrial products enabled by nanotechnology that solve everyday problems for customers in the health, transportation, military, sports, and safety industries. Through PEN’s wholly-owned subsidiary Nanofilm Ltd., the Company develops, manufactures and sells products based on nanotechnology including the ULTRA CLARITY® brand eyeglass cleaner, CLARITY DEFOG IT™ brand defogging products and CLARITY ULTRASEAL® nanocoating products for glass and ceramics. The Company also sells an environmentally friendly surface protector, fortifier, and cleaner through a wholly-owned subsidiary, PEN Technology, LLC. The Company’s Applied Nanotech, Inc. subsidiary in Austin, Texas functions as the Design Center conducting research and development services for government and private customers and new product development for PEN focusing on innovative and advanced product solutions in the areas of safety, health, and sustainability. For more information about PEN, visit www.penc.us.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties concerning our business, products, and financial results. Actual results may differ materially from the results predicted. More information about potential risk factors that could affect our business, products, and financial results are included in our annual report on Form 10-K for the fiscal year ended December 31, 2016, and in reports subsequently filed by us with the Securities and Exchange Commission (“SEC”).

All documents are available through the SEC’s Electronic Data Gathering Analysis and Retrieval System (EDGAR) at www.sec.gov or from our website listed above. We hereby disclaim any obligation to publicly update the information provided above, including forward-looking statements, to reflect subsequent events or circumstances.

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