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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): October 18, 2018

**Synthesis Energy Systems, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-33522**  
(Commission File Number)

**20-2110031**  
(I.R.S. Employer Identification Number)

**Three Riverway, Suite 300, Houston, Texas 77056**  
(Address of Principal Executive Offices) (Zip Code)

**(713) 579-0600**  
(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:

- 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 Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.

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

On October 18, 2018, Synthesis Energy Systems, Inc. (the "Company") received a notification letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") indicating that, as a result of the Company's delay in filing its Annual Report on Form 10-K for the year ended June 30, 2018 (the "Form 10-K"), the Company is not in compliance with the timely filing requirements for continued listing under Nasdaq Listing Rule 5250(c)(1). The notification letter has no immediate effect on the listing or trading of the Company's common stock on the Nasdaq Capital Market.

The Company filed a Notification of Late Filing on Form 12b-25 on September 28, 2018, indicating that the filing of the Form 10-K would be delayed until after the completion of the review of the disclosures and presentation contained in the Form 10-K of the impairment of certain investments of the Company.

The notification letter stated that, under Nasdaq rules, the Company has 60 calendar days, or until December 17, 2018, to submit a plan to regain compliance with Nasdaq's continued listing requirements. The Company can also regain compliance with Nasdaq's continued listing requirements at any time before December 17, 2018, by filing the Form 10-K with the Securities and Exchange Commission (the "SEC"), as well as any subsequent periodic financial reports that may become due, and continuing to comply with Nasdaq's other continued listing requirements.

The Company's management is working diligently with its independent registered accounting firm, RSM US LLP, to complete the Form 10-K. The Company intends to file with the SEC the Form 10-K and regain compliance with Nasdaq's continued listing requirements as soon as practicable.

On October 19, 2018, the Company issued a press release disclosing the Company's receipt of the Nasdaq notification letter. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

[99.1 Press release dated October 19, 2018.](#)

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**SIGNATURE**

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.

**Synthesis Energy Systems, Inc.**

Date: October 19, 2018

By: /s/ DeLome Fair  
DeLome Fair  
President and Chief Executive Officer

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## Exhibit Index

[99.1 Press release dated October 19, 2018.](#)

**Synthesis Energy Systems Announces Receipt of Non-Compliance Letter from Nasdaq**

HOUSTON, Oct. 19, 2018 (GLOBE NEWSWIRE) -- Synthesis Energy Systems, Inc. (SES) (NASDAQ: SES), a global leader in the clean and efficient production of low-cost synthesis gas for high value energy and chemical products, today announced that the Company received a notification letter from The Nasdaq Stock Market LLC stating that the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires timely filing of all required periodic reports with the Securities and Exchange Commission (SEC). The letter was sent as a result of the Company's delay in filing its Annual Report on Form 10-K for the year ended June 30, 2018. The Nasdaq notification letter has no immediate effect on the listing or trading of the Company's common stock.

The Company filed a Notification of Late Filing on Form 12b-25 on September 28, 2018, indicating that the filing of the Form 10-K would be delayed until after the completion of the review of the disclosures and presentation contained in the Form 10-K of the impairment of certain investments of the Company.

The notification letter stated that, under Nasdaq rules, the Company has 60 calendar days, or until December 17, 2018, to submit a plan to regain compliance with Nasdaq's continued listing requirements. The Company can also regain compliance with Nasdaq's continued listing requirements at any time before December 17, 2018, by filing the Form 10-K with the SEC, as well as any subsequent periodic financial reports that may become due, and continuing to comply with Nasdaq's other continued listing requirements.

The Company's management is working diligently with its independent registered accounting firm, RSM US LLP, to complete the Form 10-K. The Company intends to file the Form 10-K with the SEC and regain compliance with Nasdaq's continued listing requirements as soon as practicable.

**About Synthesis Energy Systems, Inc.**

Synthesis Energy Systems (SES) is a Houston-based technology company focused on generating clean, high-value energy from low-cost and low-grade coal, biomass and municipal solid waste through its proprietary technology for conversion of these resources into a clean synthesis gas (syngas) and methane. SES's proprietary technology enables the production of clean, low-cost power, industrial fuel gas, chemicals, fertilizers, transportation fuels, and substitute natural gas, replacing expensive natural gas-based energy. SES's technology can also produce high-purity hydrogen for cleaner transportation fuels. SES enables greater fuel flexibility for both large-scale and efficient small- to medium-scale operations close to fuel sources. Fuel sources include low-rank, low-cost high ash, high moisture coals, which are significantly cheaper than higher grade coals, waste coals, biomass, and municipal solid waste feedstocks. SES: Growth With Blue Skies. For more information, please visit: [www.synthesisenergy.com](http://www.synthesisenergy.com).

**Forward-Looking Statements**

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are forward-looking statements and are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected. Although we believe that in making such forward-looking statements, our expectations are based upon reasonable assumptions, such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those projected by us. We cannot assure you that the assumptions upon which these statements are based will prove to be correct. Please refer to our latest Form 10-K available on our website at [www.synthesisenergy.com](http://www.synthesisenergy.com).

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