
**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 15, 2017

H/CELL ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

000-55802
(Commission
File Number)

47-4823945
(IRS Employer
Identification No.)

97 River Road, Flemington, NJ 08822
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (908) 837-9097

Copy of correspondence to:

James M. Turner, Esq.
Marc J. Ross, Esq.
Sichenzia Ross Ference Kesner LLP
61 Broadway
New York, New York 10006
Tel: (212) 930-9700 Fax: (212) 930-9725

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 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.

Item 2.02 Results of Operations and Financial Condition.

On August 15, 2017, H/Cell Energy Corporation announced its operating results for the second fiscal quarter ended June 30, 2017. A copy of the press release that discusses this matter is filed as Exhibit 99.01 to, and incorporated by reference in, this report. The information in this Current Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.01 Press Release, dated August 15, 2017, issued by H/Cell Energy Corporation*

* Furnished herewith.

SIGNATURE

Pursuant to the requirement 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.

H/CELL ENERGY CORPORATION

Date: August 15, 2017

By: /s/ ANDREW HIDALGO
Andrew Hidalgo
Chief Executive Officer

H/Cell Energy Reports FY2017 Second Quarter Results

Flemington, NJ, August 15, 2017 (GLOBE NEWSWIRE) — H/Cell Energy Corporation (OTCQB-HCCC) (“HCCC”), a company that designs and implements clean energy solutions featuring hydrogen energy systems has announced financial results for its second fiscal quarter ended June 30, 2017.

For the three months ended June 30, 2017, HCCC generated revenue of \$1,930,658 and net income of \$207,482 or \$0.03 earnings per share, fully diluted. For the six months ended June 30, 2017, HCCC generated revenue of \$3,797,503 and net income of \$151,358 or \$0.02 earnings per shares, fully diluted.

Andrew Hidalgo, CEO of HCCC, commented, “We are pleased to announce a very successful quarter, which included record revenue and earnings. In addition, our balance sheet net tangible asset value increased 38% from \$492,278 on December 31, 2016 to \$681,509 on June 30, 2017. As of June 30, 2017, HCCC had a backlog of project work to be completed of approximately \$827,000 and an active bid list of potential projects of approximately \$5.2 million. As we build shareholder value, HCCC will continue to focus on organic growth as well as seeking strategic acquisition candidates that can expand our geographic scope, add technical resources and increase the size of our customer base.”

About H/Cell Energy Corporation:

H/Cell Energy Corporation is a systems integrator that focuses on the design and implementation of clean energy solutions including solar, battery technology and hydrogen energy systems. In addition, through its Pride Group subsidiary based in Australia, the company also provides security systems integration. The company serves the residential, commercial and government sectors. Please visit our website at www.hcellenergy.com for more information.

Forward Looking Statements:

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as “anticipate,” “believe,” “forecast,” “estimate,” “expect,” and “intend,” among others. These forward-looking statements are based on current expectations and actual results could differ materially. H/Cell Energy Corporation does not undertake an obligation to update or revise any forward-looking statement. The information set forth herein speaks only as of the date hereof.

H/Cell Energy Corporation
Investor Relations
908-837-9097 x-2

H/CELL ENERGY CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

	<u>June 30, 2017</u>	<u>December 31, 2016</u>
	(Unaudited)	
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 293,769	\$ 537,867
Accounts receivable (net retention)	1,634,929	650,886
Prepaid expenses	7,043	14,168
Costs and earnings in excess of billings	27,166	91,904
Total current assets	1,962,907	1,294,825
Property and equipment, net	102,076	99,816
Security deposits and other non-current assets	8,599	8,497
Total assets	\$ 2,073,582	\$ 1,403,138
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,062,732	\$ 661,237
Management fees payable – related party	46,000	52,000
Billings in excess of costs and earnings	168,919	83,538
Sales tax payable	114,422	114,085
Total current liabilities	1,392,073	910,860
Commitments and contingencies		
Stockholders' equity		
Common Stock - \$0.0001 par value; 25,000,000 shares authorized; 7,041,579 and 3,131,579 shares issued and outstanding as of June 30, 2017 and December 31, 2016, respectively	704	313
Preferred Stock - \$0.0001 par value; 5,000,000 shares authorized; 0 shares issued and outstanding	-	-
Additional paid-in capital	1,302,487	1,283,422
Accumulated deficit	(589,293)	(740,651)
Accumulated other comprehensive loss	(32,389)	(50,806)
Total stockholders' equity	681,509	492,278
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$ 2,073,582	\$ 1,403,138

H/CELL ENERGY CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS – OTHER COMPREHENSIVE INCOME

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Revenue				
Construction income	\$ 1,906,495	\$ 1,531,479	\$ 3,757,250	\$ 2,747,483
Related party	24,163	1,500	40,253	1,500
Total revenue	1,930,658	1,532,979	3,797,503	2,748,983
Cost of goods sold				
Direct costs	1,147,909	990,723	2,561,729	1,904,985
Direct costs – related party	34,440	1,500	50,345	1,500
Total cost of goods sold	1,182,349	992,223	2,612,074	1,906,485
Gross profit	748,309	540,756	1,185,429	842,498
Operating expenses				
Research and development	-	-	-	2,000
General and administrative expenses	498,124	527,778	945,369	1,442,177
Management fees – related party	45,000	38,000	91,000	77,000
Total operating expenses	543,124	565,778	1,036,369	1,521,177
Income (Loss) from operations	205,185	(25,022)	149,060	678,679
Other income	2,297	7,767	2,298	7,671
Net income (loss)	\$ 207,482	\$ (17,255)	\$ 151,358	\$ (671,008)
Other comprehensive income (loss), net				
Change in foreign currency translation adjustment	7,048	43,108	18,417	54,376
Comprehensive income (loss)	\$ 214,530	\$ 25,853	\$ 169,775	\$ (616,632)
Earnings (Loss) per share				
Basic	\$ 0.03	\$ (0.01)	\$ 0.02	\$ (0.26)
Diluted	\$ 0.03	\$ (0.01)	\$ 0.02	\$ (0.26)
Weighted average common shares outstanding				
Basic	7,039,357	2,709,357	6,355,468	2,571,387
Diluted	7,948,091	2,709,357	7,259,155	2,571,387