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

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**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): November 8, 2018

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**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:**

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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.

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**Item 2.02 Results of Operations and Financial Condition.**

On November 8, 2018, H/Cell Energy Corporation announced its operating results for the third fiscal quarter ended September 30, 2018. 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 November 8, 2018, issued by H/Cell Energy Corporation\\*](#)

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\* 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: November 8, 2018

By: /s/ ANDREW HIDALGO

Andrew Hidalgo  
Chief Executive Officer

**H/Cell Energy Reports FY2018 Third Quarter Financial Results**

Flemington, NJ, November 8, 2018 (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 fiscal 2018 third quarter ended September 30, 2018.

For the three months ended September 30, 2018, HCCC generated revenue of \$1,839,491 and a net loss of \$267,328, or (\$0.04) in earnings per share fully diluted, which includes \$69,199 in non-cash charges. For the nine months ended September 30, 2018, HCCC generated revenue of \$5,575,640 and a net loss of \$364,342, or (\$0.05) in earnings per share fully diluted, which includes \$200,848 in non-cash charges. As of September 30, 2018, HCCC has submitted overall proposals in the amount of \$12,751,061 and had a backlog of projects to complete totaling \$715,595. The balance sheet as of September 30, 2018 remained solid with \$331,236 in cash, \$3,548,607 in assets and \$417,338 in working capital.

Andrew Hidalgo, CEO of HCCC, commented, “In the third quarter, we committed to investing in the expansion of the renewable energy effort at our Pride Group subsidiary in Australia, which resulted in significant capital expenditures in labor, training and business development. We believe this investment will be the key to launching our renewable energy efforts in the Asia-Pacific region as we are currently quoting many projects in a very active market. Further, our PVBJ subsidiary had a higher level of material purchases in the third quarter for projects to be completed in the fourth quarter. In addition to the capital expenditures for growth initiatives, we absorbed non-cash charges in the third quarter and the year-to-date financials for compliance purposes. Non-cash charges do not affect the cash flow performance or working capital of HCCC. Our subsidiaries are performing well exclusive of these corporate expenses. We have recently initiated several hydrogen energy projects and combined with our continued investments in expanding the renewable energy market effort, we are very encouraged about the future quarters. HCCC continues to build momentum by training our existing subsidiaries in clean energy, identifying many new opportunities and expanding our customer base. We look forward to future growth and building shareholder value.”

About H/Cell Energy Corporation:

H/Cell Energy Corporation is an integrator that focuses on the design and implementation of clean energy solutions including solar, battery, fuel cell and hydrogen generation systems. In addition, through its subsidiaries, HCCC also provides environmental systems and security systems integration. HCCC serves the residential, commercial and government sectors. Please visit our website at [www.hcellenergy.com](http://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  
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**H/CELL ENERGY CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	<u>September 30, 2018</u>	<u>December 31, 2017</u>
	(Unaudited)	(Audited)
<b><u>ASSETS</u></b>		
Current assets		
Cash and cash equivalents	\$ 331,236	\$ 455,700
Accounts receivable (net retention)	1,230,621	808,050
Prepaid expenses	23,282	14,669
Costs and earnings in excess of billings	73,180	51,531
<b>Total current assets</b>	<u>1,658,319</u>	<u>1,329,950</u>
Property and equipment, net	362,933	102,573
Security deposits and other non-current assets	20,711	8,416
Deferred tax asset	44,257	44,257
Customer lists, net	88,766	-
Goodwill	1,373,621	-
<b>Total assets</b>	<u>\$ 3,548,607</u>	<u>\$ 1,485,196</u>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
Current liabilities		
Accounts payable and accrued expenses	\$ 830,708	\$ 631,385
Management fees payable – related party	-	31,257
Earn-out payable	186,346	-
Billings in excess of costs and earnings	51,798	87,206
Sales and withholding tax payable	45,154	61,239
Current equipment notes payable	32,538	-
Current capital lease payable	68,240	-
Income tax payable	26,197	98,313
<b>Total current liabilities</b>	<u>1,240,981</u>	<u>909,400</u>
Noncurrent liabilities		
Note payable	222,963	-
Capital leases	149,590	-
Equipment notes payable	118,606	-
Convertible note payable – related party, net of discount	14,268	-
<b>Total noncurrent liabilities</b>	<u>505,427</u>	<u>-</u>
<b>Total liabilities</b>	<u>1,746,408</u>	<u>909,400</u>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity</b>		
Preferred stock - \$0.0001 par value; 5,000,000 shares authorized; 0 shares issued and outstanding	-	-
Common stock - \$0.0001 par value; 25,000,000 shares authorized; 7,586,024 and 7,041,579 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	758	704
Additional paid-in capital	2,967,004	1,335,656
Accumulated deficit	(1,096,096)	(731,754)
Accumulated other comprehensive loss	(69,467)	(28,810)
<b>Total stockholders' equity</b>	<u>1,802,199</u>	<u>\$ 575,796</u>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>	<u>\$ 3,548,607</u>	<u>\$ 1,485,196</u>

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
<b>Revenue</b>				
Construction income	\$ 1,830,992	\$ 1,292,905	\$ 5,535,352	\$ 5,050,155
Related party	8,499	45,666	40,288	85,919
<b>Total revenue</b>	<u>1,839,491</u>	<u>1,338,571</u>	<u>5,575,640</u>	<u>5,136,074</u>
<b>Cost of goods sold</b>				
Direct costs	1,438,669	870,369	3,901,125	3,432,098
Direct costs – related party	9,019	37,304	40,636	87,649
<b>Total cost of goods sold</b>	<u>1,447,688</u>	<u>907,673</u>	<u>3,941,761</u>	<u>3,519,747</u>
<b>Gross profit</b>	391,803	430,898	1,633,879	1,616,327
<b>Operating expenses</b>				
General and administrative expenses	607,125	437,344	1,850,140	1,379,415
Management fees – related party	19,500	46,000	58,500	138,000
<b>Total operating expenses</b>	<u>626,625</u>	<u>483,344</u>	<u>1,908,640</u>	<u>1,517,415</u>
<b>Income (loss) from operations</b>	(234,822)	(52,446)	(274,761)	98,912
<b>Income tax provision (benefit)</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Income (loss) before other income and expense</b>	<u>(234,822)</u>	<u>(52,446)</u>	<u>(274,761)</u>	<u>98,912</u>
<b>Other expenses</b>				
Interest expense	7,544	-	21,636	-
Interest expense – related party	19,877	-	52,768	-
Change in fair value earn-out	4,290	-	11,028	-
Loss on fixed asset disposal	795	-	4,149	-
<b>Total other expenses</b>	<u>28,216</u>	<u>-</u>	<u>78,553</u>	<u>-</u>
<b>Net income (loss)</b>	<u>\$ (267,328)</u>	<u>\$ (52,446)</u>	<u>\$ (364,342)</u>	<u>\$ 98,912</u>
<b>Other comprehensive income (loss), net</b>				
<b>Foreign currency translation adjustment</b>	<u>(7,828)</u>	<u>5,928</u>	<u>(40,657)</u>	<u>24,345</u>
<b>Comprehensive income (loss)</b>	<u>\$ (275,156)</u>	<u>\$ (46,518)</u>	<u>\$ (404,999)</u>	<u>\$ 123,257</u>
<b>Earnings (loss) per share</b>				
Basic	\$ (0.04)	\$ (0.01)	\$ (0.05)	\$ 0.02
Diluted	\$ (0.04)	\$ (0.01)	\$ (0.05)	\$ 0.01
<b>Weighted average common shares outstanding</b>				
Basic	7,586,024	7,084,436	7,469,307	6,601,873
Diluted	7,586,024	7,084,436	7,469,307	7,526,763