
**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): May 22, 2017

H/CELL ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

333-212315
(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.

Item 2.02 Results of Operations and Financial Condition.

On May 22, 2017, H/Cell Energy Corporation announced its operating results for the first fiscal quarter ended March 31, 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 May 22, 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: May 22, 2017

By: /s/ ANDREW HIDALGO

Andrew Hidalgo
Chief Executive Officer

Exhibit 99.01**H/Cell Energy Reports FY2017 First Quarter Results**

Flemington, NJ, May 22, 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 the first fiscal quarter ended March 31, 2017.

In the first quarter, HCCC reported revenue of \$1,866,845 and a net loss of \$56,124 or \$0.01 per diluted share, which includes the retrospective application of common control financials.

Andrew Hidalgo, CEO of HCCC, commented, “As we are in our early stages of growth, HCCC is pleased to report record revenue growth. HCCC would have posted a positive net income had it not been for certain accounting pronouncements, which required HCCC to consolidate financials along with The Pride Group for the same reporting period, since The Pride Group was a common control acquisition. Although the acquisition of The Pride Group was concluded on January 31, 2017, HCCC had to account for their entire financial month of January 2017, even though HCCC did not own The Pride Group during that time. We see a very positive outlook ahead. At March 31, 2017, our bid list was approximately \$6.5 million and our work in progress backlog was approximately \$1.6 million. HCCC will continue to focus on organic growth as well as identifying strategic acquisitions in the months ahead.”

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. 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>March 31, 2017</u> (Unaudited)	<u>December 31, 2016</u> (as restated)
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 346,893	\$ 537,867
Accounts receivable (net retention)	1,521,592	650,886
Prepaid expenses	7,425	14,168
Costs in excess of billings	80,826	91,904
Total current assets	<u>1,956,736</u>	<u>1,294,825</u>
Property and equipment, net	106,603	99,816
Security deposits and other non-current assets	8,718	8,497
Total assets	<u>\$ 2,072,057</u>	<u>\$ 1,403,138</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,394,199	\$ 713,237
Billings in excess of costs	104,718	83,538
Sales tax payable	120,617	114,085
Total current liabilities	<u>1,619,534</u>	<u>910,860</u>
Commitments and Contingencies		
Stockholders' Equity		
Common Stock - \$0.0001 par value; 25,000,000 shares authorized; 6,941,579 and 3,131,579 shares issued and outstanding as of March 31, 2017 and December 31, 2016, respectively	694	313
Preferred Stock - \$0.0001 par value; 5,000,000 shares authorized; 0 shares issued and outstanding	-	-
Additional paid-in capital	1,288,041	1,283,422
Accumulated deficit	(796,775)	(740,651)
Accumulated other comprehensive loss	(39,437)	(50,806)
Total stockholders' equity	<u>452,523</u>	<u>492,278</u>
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	<u>\$ 2,072,057</u>	<u>\$ 1,403,138</u>

H/CELL ENERGY CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS - OTHER COMPREHENSIVE INCOME
(UNAUDITED)

**For the Three Months Ended
March 31,**

	<u>2017</u>	<u>2016</u>
Revenue		
Construction income	\$ 1,850,755	\$ 1,216,004
Related party	16,090	-
Total revenue	<u>1,866,845</u>	<u>1,216,004</u>
Cost of goods sold		
Direct costs	1,413,820	914,262
Related party	15,905	-
Total cost of goods sold	<u>1,429,725</u>	<u>914,262</u>
Gross profit	<u>437,120</u>	<u>301,742</u>
Operating expenses		
Research and development	-	2,000
General and administrative expenses	493,244	953,495
Total operating expenses	<u>493,244</u>	<u>955,495</u>
Loss from operations	(56,124)	(653,753)
Income tax provision (benefit)	<u>-</u>	<u>-</u>
Net loss	<u>\$ (56,124)</u>	<u>\$ (653,753)</u>
Other comprehensive loss, net		
Change in foreign currency translation adjustment	<u>11,369</u>	<u>11,268</u>
Comprehensive loss	<u>\$ (44,755)</u>	<u>\$ (642,485)</u>
Loss per share		
Basic	<u>\$ (0.01)</u>	<u>\$ (0.27)</u>
Weighted average common shares outstanding		
Basic	<u>5,657,309</u>	<u>2,432,749</u>