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AQUACELL TECHNOLOGIES INC

Form 8-K

December 03, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 29, 2004

AQUACELL TECHNOLOGIES, INC.

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(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 1-16165                     | 33-0750453                           |
| -----   | -----                       | -----                                |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 10410 Trademark Street, Rancho Cucamonga, CA | 91730      |
| -----  | -----      |
| (Address of principal executive offices)     | (Zip Code) |

(909) 987-0456

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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(e))
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ITEM 3.01. Notice of Failure to Satisfy a Continued Listing Rule or Standard

(a) On November 29, 2004 the Registrant received a notice from the American Stock Exchange ("Amex") that it was not in compliance with Section 1003(a)(i) of the Amex Company Guide. The Company has furnished a Plan to the Amex pursuant to which it proposes to comply with the rule. On December 2, 2004 the Amex advised the Registrant that it had accepted the Registrant's Plan to come into compliance with the rule within 18 months as required by Section 1009 (b).

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.

AQUACELL TECHNOLOGIES, INC.

Date: December 3, 2004

By: /s/ Gary S. Wolff

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Gary S. Wolff  
Principal Accounting Officer