

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): June 23, 2017

FENIX PARTS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-37382
(Commission file number)

46-4421625
(IRS employer identification
number)

One Westbrook Corporate Center, Suite 920
Westchester, Illinois 60154
(Address of principal executive offices)

Registrant's telephone number, including area code:
(708) 407-7200

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligations 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 (§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 1.01 Entry into a Material Definitive Agreement

As previously reported, on March 27, 2017, the Company entered into a Forbearance Agreement to the credit facility (the "Forbearance Agreement") with BMO Harris Bank N.A. and its Canadian affiliate, Bank of Montreal. Pursuant to the Forbearance Agreement, the banks agreed to forbear from exercising their rights and remedies under the credit facility with respect to the Company's non-compliance with applicable financial and other covenants and any further non-compliance with such covenants during the forbearance period, provided no other defaults occurred. The Forbearance Agreement was amended on June 23, 2017 to extend the forbearance period, which had originally expired on May 26, 2017, until August 31, 2017 and to resolve certain new defaults. The amendment also permits the Company to add the quarterly interest payments otherwise due for the second quarter of 2017 to the principal amount of debt outstanding and defer the \$250,000 principal payment due on June 30, 2017 to the end of the forbearance period.

On June 28, 2017, the Company issued a press release announcing the amendment of the Forbearance Agreement, a copy of which is attached hereto as Exhibit 99.1.

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

On June 27, 2017, the Company received notification from the Nasdaq Hearings Panel (the "Panel") that the Panel has determined to delist the Company's shares from the Nasdaq Stock Market ("Nasdaq") and will suspend trading in the Company's shares effective at the open of business on June 29, 2017. Nasdaq Stock Market will complete the delisting by filing a Form 25, *Notification of Delisting with the Securities Exchange Commission*, after applicable appeal periods have lapsed. The Panel's determination was due to the Company's continuing non-compliance with Nasdaq Listing Rule 5250(c)(1) and, in particular, its failure to file its 2016 Annual Report on Form 10-K (the "Annual Report") by the extended due date of June 23, 2017.

It is anticipated that the Company's common stock will be quoted on the OTC Pink operated by the OTC Markets Group Inc. (also known as the "Pink Sheets") subsequent to the effectiveness of the suspension of trading of the Company's common stock on Nasdaq.

The Company continues to be actively engaged with its independent auditors to complete its annual audit and quarterly review so that all delinquent periodic reports may be filed with the SEC as soon as possible.

Included in the press release, attached as Exhibit 99.1 and referenced in Item 1.01, is an announcement of the Panel's delisting decision.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press release dated June 28, 2017.

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.

Date: June 28, 2017

Fenix Parts, Inc.

By: /s/ Kent Robertson

Name: Kent Robertson

Title: President and Chief Executive Officer

**At Fenix Parts:**

Scott Pettit

Chief Financial Officer

scottpettit@fenixparts.com**Investor and Media Inquiries:**

Chris Kettmann

773-497-7575

ckettmann@lincolnchurchilladvisors.com**Fenix Parts Provides Update on Nasdaq Listing and Forbearance Agreement**

WESTCHESTER, IL - June 28, 2017 - Fenix Parts, Inc. (Nasdaq: FENX), a leading recycler and reseller of original equipment manufacturer ("OEM") automotive products, today announced that it has received a notification letter from the Nasdaq Hearings Department stating that, due to the Company's non-compliance with Nasdaq Listing Rule 5250(c)(1), the Company would be delisted from the Nasdaq Stock Market (the "Nasdaq") at the opening of business on June 29, 2017. As previously announced, the Nasdaq Hearings Panel (the "Panel") had issued a decision granting the Company's request for an extension to file its Form 10-K for the year ended December 31, 2016 (the "2016 Form 10-K") and for its Quarterly Report on Form 10-Q for the period ended March 31, 2017 (the "March 31, 2017 Form 10-Q"). The Company's continued listing on the Nasdaq was conditioned on, among other things, the Company filing with the Securities and Exchange Commission (the "SEC") its 2016 Form 10-K by June 23, 2017 and its March 31, 2017 Form 10-Q by July 21, 2017. In addition, the Panel decision required the Company to file its Quarterly Report on Form 10-Q for the period ended June 30, 2017 on or before its normal due date of August 14, 2017. The Company was unable to satisfy the terms of the Panel's conditional listing. It is anticipated that the Company's common stock will be quoted on the OTC Pink operated by the OTC Markets Group Inc. (also known as the "Pink Sheets") subsequent to the effectiveness of the suspension of trading of the Company's common stock on Nasdaq.

The Company continues to be actively engaged with its independent auditors to complete its annual audit and quarterly review so that the 2016 Form 10-K and March 31, 2017 Form 10-Q may be filed with the SEC as soon as possible.

In addition, the Company announced an amendment to the Forbearance Agreement to the Credit Facility (the "Forbearance Agreement") with BMO Harris Bank N.A. and its Canadian affiliate, Bank of Montreal. Under the amended Forbearance Agreement, and subject to its conditions, the lenders have agreed, during

the amended forbearance period ending August 31, 2017, to refrain from exercising their rights and remedies under the Credit Facility with respect to the Company's non-compliance with applicable financial and other covenants and any further non-compliance with such covenants. The amended Forbearance Agreement also permits the Company to add the quarterly interest payment otherwise due for the second quarter of 2017 to the principal amount of debt outstanding and defer a \$250,000 principal payment that was due on June 30, 2017 to the end of the forbearance period.

About Fenix Parts

Fenix Parts is a leading recycler and reseller of original equipment manufacturer ("OEM") automotive products. The Company's primary business is auto recycling, which is the recovery and resale of OEM parts, components and systems reclaimed from damaged, totaled or low value vehicles. Customers include collision repair shops (body shops), mechanical repair shops, auto dealerships and individual retail customers. Fenix provides its customers with high-quality recycled OEM products, extensive inventory and product availability, responsive customer service and fast delivery.

Fenix was founded in 2014 to create a network that offers sales, fulfillment and distribution in key regional markets in the United States and Canada. The Fenix companies have been in business an average of more than 25 years and currently operate from 16 locations throughout the Eastern U.S. and in Ontario, Canada.

Forward-Looking Statements

This press release contains forward-looking statements that are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected, expressed, or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by use of words such as "may, will, should, anticipates, believes, expects, plans, future, intends, could, estimate, predict, projects, targeting, potential or contingent," the negative of these terms or other similar expressions. Our actual results could differ materially from those discussed or implied herein.

We caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this press release in the context of the risks and uncertainties disclosed in our SEC filings. These filings are available online at www.sec.gov, www.fenixparts.com or upon request from Fenix Parts.

We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences we anticipate or affect us or our operations in the way we expect. The forward-looking statements included in this press release are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.