
**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): March 25, 2019

Ecology and Environment Inc.

(Exact name of registrant as specified in its charter)

Commission File Number 1-9065

New York

(State or other jurisdiction of incorporation or organization)

16-0971022

(IRS Employer Identification Number)

**368 Pleasant View Drive
Lancaster, New York**

(Address of principal executive offices)

14086

(Zip code)

(716) 684-8060

(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 (see General Instruction A.2):

- Written communications pursuant to Rule 245 under the Securities Act (17 CFT 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFT 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFT 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFT 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

On March 26, 2019, Ecology and Environment Inc. (Nasdaq: EEI) (the “Company”) issued a press release announcing its receipt on March 25, 2019, as expected, of a formal notification from the Listing Qualifications Department of the Nasdaq Stock Market stating that the Company continues not to be in compliance with the requirements for continued listing under Nasdaq Listing Rule 5250(c)(1) because it did not file its Quarterly Report on Form 10-Q for the period ended January 26, 2019.

The full text of the press release is attached to this current report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Exhibits.

(d) Exhibits

Exhibit No. Description of Exhibit

[99.1](#) Press release of Ecology and Environment Inc., issued on March 26, 2019.

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 thereunto duly authorized.

ECOLOGY AND ENVIRONMENT INC.

By /s/Peter F. Sorci

Peter F. Sorci

Acting Chief Financial Officer

Dated: March 26, 2019



FOR IMMEDIATE RELEASE

Contact:
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Ecology and Environment Inc. Receives Nasdaq Notice

LANCASTER, N.Y., March 26, 2019 – On March 25, 2019, Ecology and Environment Inc. (Nasdaq: EEI) (E & E, or the “Company”) received, as expected, a formal notification from the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) stating that the Company is not in compliance with the requirements for continued listing under Nasdaq Listing Rule 5250(c)(1) (the “Rule”) because it did not file its Quarterly Report on Form 10-Q for the period ended January 26, 2019. The Company previously received similar letters of non-compliance related to delinquencies in filing its Annual Report on Form 10-K for the fiscal year ended July 31, 2018 and its Quarterly Report on Form 10-Q for the period ended October 27, 2018.

In a letter dated January 18, 2019, Nasdaq granted the Company’s request for an exception in order to enable the Company to regain compliance with the Rule. Under the terms of the exception, the Company must file all delinquent annual and quarterly reports with the Securities and Exchange Commission on or before May 13, 2019 in order to regain compliance with the Rule. The Company currently intends to regain compliance with the Rule prior to the May 13, 2019 deadline.

The Nasdaq notification has no immediate impact on the listing or trading of the Company’s common stock on the Nasdaq Stock Market.

About Ecology and Environment Inc.

*E & E is a global network of innovators and problem solvers, dedicated professionals and industry leaders in scientific, engineering, and planning disciplines working collaboratively with clients to develop technically sound, science-based solutions to the leading environmental challenges of our time. The company is listed on the Nasdaq Stock Exchange under the ticker symbol **EEI** and the information in this release can be found online at **www.ene.com**.*
