

Pacific Green Technologies Inc.
Form NT 10-Q
August 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 12b-25 **SEC FILE NUMBER**
000-54756
CUSIP NUMBER

NOTIFICATION OF LATE FILING

(Check one): ☐ Form 10-K ☐ Form 20-F ☐ Form 11-K ☐ Form 10-Q ☐ Form 10-D ☐ Form N-SAR
☐ Form N-CSR

For
Period **June 30, 2015**
Ended

Transition Report on
Form 10-K
Transition Report on
Form 20-F
Transition Report on
Form 11-K
Transition Report on
Form 10-Q
Transition Report on
Form N-SAR

For the
Transition
Period
Ended

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

PACIFIC GREEN TECHNOLOGIES INC.

Full Name of Registrant

Not applicable

Former Name if Applicable

5205 Prospect Road, Suite 135-226

Address of Principal Executive Office (*Street and Number*)

San Jose, CA, 95129

City, State and Zip Code

PART 11 - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate).

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (b) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant is unable to file, without unreasonable effort and expense, its Form 10-Q Quarterly Report for the period ended June 30, 2015 because the Registrant's auditor has not completed their review of the Form 10-Q and interim financial statements. It is anticipated that the Form 10-Q Quarterly Report, along with the interim financial statements, will be filed on or before the 5th calendar day following the prescribed due date of the Registrant's Form 10-Q.

PART IV - OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Neil Carmichael (408)	538-3373
(Name)	(Area Code) (Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of No Yes

the Securities Exchange Act of 1934
or Section 30 of the Investment
Company Act of 1940 during the
preceding 12 months or for such
shorter period that the registrant was
required to file such report(s) been
filed? If answer is no, identify
report(s).

(3) Is it anticipated that any significant
change in results of operations from
the corresponding period for the last Yes
fiscal year will be reflected by the No
earnings statements to be included in
the subject report or portion thereof?

If so, attach an explanation of the
anticipated change, both narratively
and quantitatively, and, if
appropriate, state the reasons why a
reasonable estimate of the results
cannot be made

PACIFIC GREEN TECHNOLOGIES INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date
August 17, 2015

By/s/ *Neil Carmichael*

Neil Carmichael

Chief Executive Officer,

Principal Executive Officer and

Principal Accounting Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.