

Pacific Green Technologies Inc.
Form 8-K
February 24, 2016

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) **November 17, 2015**

PACIFIC GREEN TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

| | | |
|----------------------------------------------------------------------|----------------------------------------------|----------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation) | 000-54756 (Commission File Number) | n/a (IRS Employer Identification No.) |
|----------------------------------------------------------------------|----------------------------------------------|----------------------------------------------------|

| | |
|----------------------------------------------------------------------------------------------------|----------------------------|
| 5205 Prospect Road, Suite 135-226, San Jose, CA (Address of principal executive offices) | 95129 (Zip Code) |
|----------------------------------------------------------------------------------------------------|----------------------------|

Registrant's telephone number, including area code **(408) 538-3373**

N/A

(Former name or former address, if changed since last report.)

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(c))

Item 1.01 Entry into a Material Definitive Agreement

On November 17, 2015, our company entered into an agreement with PowerChina SPEM Company Limited in regards to the manufacturing of products of the Company (the “**Transaction**”). The introduction to PowerChina and the Transaction was made possible with the assistance of Pacific Green Group Limited. Therefore, our company agreed to compensate Pacific Green Group Limited for the assistance in the Transaction with the issuance of 934,963 warrants exercisable in common shares of the Company at a price of \$0.001 per share.

Item 9.01 Financial Statements and Exhibits.

10.1 Form of Finder’s Fee Agreement between Pacific Green Technologies Inc. and Pacific Green Group Limited

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SIGNATURES

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.

PACIFIC GREEN TECHNOLOGIES INC.

/s/ Neil Carmichael
Neil Carmichael
President and Director

Date: February 24, 2016