

Pacific Green Technologies Inc.  
Form 8-K  
December 24, 2013

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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) December 19, 2013

PACIFIC GREEN TECHNOLOGIES INC.  
(Exact name of registrant as specified in its charter)

|   |                                      |  |
|---|--------------------------------------|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 00-54756<br>(Commission File Number) | n/a<br>(IRS Employer Identification No.) |
|---|--------------------------------------|--|

|   |                     |
|---|---------------------|
| 5205 Prospect Road, Suite 135-226, San Jose, CA<br>(Address of principal executive offices) | 95129<br>(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))
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Item Entry into Material Definitive Agreement  
1.01

Effective December 19, 2013, we entered into private placement agreements with nine persons (the “Subscribers”). Pursuant to the agreements, we agreed to the issuance of an aggregate of 262,500 common shares in our capital stock at a purchase price of \$3.20 per share, for total proceeds of \$840,000.

Item Unregistered Sales of Equity Securities  
3.02

On December 19, 2013, we issued an aggregate of 262,500 shares of our common stock pursuant to the private placement agreement referred to above.

We issued an aggregate of 262,500 common shares to nine (9) non-US persons (as that term is defined in Regulation S of the Securities Act of 1933), in an offshore transaction relying on Regulation S of the Securities Act of 1933, as amended.

Item Financial Statements and Exhibits  
9.01

10.1 Form of Subscription Agreement between our company and the Subscribers.

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: December 24, 2013