

Pacific Green Technologies Inc.
Form NT 10-K
June 30, 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 Ended: **March 31, 2015** _____
 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.
- (c)

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-K Annual Report for the year ended March 31, 2015 because the Registrant's auditor has not completed their review of the Form 10-K and audited financial statements. It is anticipated that the Form 10-K Annual Report, along with the audited financial statements, will be filed on or before the 15th calendar day following the prescribed due date of the Registrant's Form 10-K.

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 Yes
No

reports
required
under
Section 13
or 15(d) of
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 fiscal year will be reflected

Yes

No

by the
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 June 30, 2015 By */s/ Neil
Carmichael*
**Neil
Carmichael
Chief
Executive
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.