

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.