

Pacific Green Technologies Inc.
Form 8-K
September 08, 2017

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) **August 21, 2017**

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.) |
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|--|----------------------------|
| 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**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

On August 21, 2017, our independent auditors, Saturna Group Chartered Professional Accountants LLP, notified us that it believed there were errors in our annual audited consolidated financial statements for the year ended March 31, 2017, as included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on August 14, 2017.

Management further discussed the matter with our auditors and both parties agreed that certain transactions relating to the year ended March 31, 2017 were not appropriately accounted for, and our company determined that the effect of such misstatements were material. As a result, we have decided to restate the audited consolidated financial statements for the year ended March 31, 2017. The financial statements included within the Annual Report noted above should no longer be relied upon.

Our company plans to file an amended Annual Report for the year ended March 31, 2017 in order to accurately restate our previously filed consolidated financial statements by September 11, 2017.

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: September 8, 2017