

Pacific Green Technologies Inc.
Form 8-K
November 24, 2015

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 10, 2015**

PACIFIC GREEN TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

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| 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**

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)

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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 10, 2015, we issued a convertible note (the “**Note**”) to Tangiers Investment Group, LLC (“**Tangiers**”) in exchange for an aggregate of \$100,000 from Tangiers. The Note is for the aggregate sum of \$110,000 with 10% interest as an original issue discount and convertible into our common shares of (the “**Shares**”) at a price of equal to the lower of: (a) \$.40 per common share of our company or (b) 60% of the lowest trading price of our common stock during the 20 consecutive trading days prior to the date on which the holder of the Note elects to convert all or part of the Note.

Item 9.01 Financial Statements and Exhibits.

10.1 Convertible Note dated November 10, 2015 issued to Tangiers Investment Group, LLC.

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: November 24, 2015