

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 9, 2015

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**PRINCETON CAPITAL CORPORATION**  
(Exact name of registrant as specified in its charter)

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Maryland  
(State or other jurisdiction  
of incorporation)

814-00710  
(Commission  
File Number)

46-3516073  
(IRS Employer  
ID Number)

One Riverway, Suite 2020  
Houston, Texas  
(Address of principal executive offices)

77056  
(Zip Code)

Registrant's telephone number, including area code: (713) 595-1453

(Former name or former address, if changed since last report.)

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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 5.02 Departure of Directors or Certain Officers: Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 9, 2015, Princeton Capital Corporation (the “Company”) received written notice from Martin Tuchman, a director of the Company, notifying the Company that he was tendering his resignation as a director. Mr. Tuchman’s resignation is effective as of September 9, 2015. In connection with Mr. Tuchman’s resignation, there were no disagreements with the Company, known to an executive officer of the Company, on any matter relating to the Company’s operations, policies or practices.

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

Dated: September 15, 2015

**PRINCETON CAPITAL CORPORATION**

By: /s/ Gregory J. Cannella

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Name: Gregory J. Cannella

Title: Chief Financial Officer