
**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): March 15, 2016

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

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) 595-1460

(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))
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Item 4.01 Change in Registrant's Certifying Accountant.

(a) Previous independent registered public accounting firm.

Effective October 19, 2015, Crowe Horwath LLP resigned as the Company's independent public accounting firm. The Company provided a copy of the resignation letter in a Form 8-K on October 22, 2015.

(b) New independent registered public accounting firm.

On March 15, 2016, and effective the same date, the Audit Committee of the Board of Directors of Princeton Capital Corporation (the "Registrant") authorized and approved the engagement of WithumSmith&Brown, PC ("WithumSmith"), as its independent registered public accounting firm to audit the Registrant's financial statements for the fiscal year ending December 31, 2015 and to perform procedures related to the financial statements included in the Registrant's quarterly reports on Form 10-Q, beginning with the quarter ended March 31, 2015.

During the Registrant's fiscal years ended December 31, 2014 and December 31, 2013 and through the date of the engagement of WithumSmith, neither the Registrant nor anyone on its behalf has consulted with WithumSmith, regarding either:

(i) The application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Registrant's financial statements, and neither was a written report provided to the Registrant nor was oral advice provided that WithumSmith, concluded was an important factor considered by the Registrant in reaching a decision as to an accounting, auditing, or financial reporting issue; or

(ii) Any matter that was either the subject of a disagreement or a reportable event, as each term is defined in Items 304(a)(1)(iv) or (v) or Regulation S-K, respectively.

SIGNATURE

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

Dated: March 21, 2016

PRINCETON CAPITAL CORPORATION

By: /s/ Gregory J. Cannella

Name: Gregory J. Cannella

Title: Chief Financial Officer