
**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): September 29, 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)

4422 Route 27, Building C
Suite 1, Box 89
Kingston, New Jersey
(Address of principal executive offices)

08528
(Zip Code)

Registrant's telephone number, including area code: (609) 514-9200

(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 1.01. Entry into a Material Definitive Agreement

On September 29, 2016, Princeton Capital Corporation (the “Company”) entered into a loan agreement and related security agreement (collectively, the “Loan Agreement”) with Munish Sood in the amount of \$470,000. Mr. Sood is the Company’s Chief Executive Officer and a director of the Company. The board of directors of the Company, by unanimous written consent (with Mr. Sood recusing himself from substantive consideration of the matters set forth in the Loan Agreement and executing the consent solely for the purposes of providing unanimous written consent), authorized and approved that the Company enter into the Loan Agreement.

Under the Loan Agreement, Mr. Sood agreed to extend a term loan in an aggregate principal amount equal to \$470,000, the proceeds of which were used solely by the Company to make a deposit in connection with the purchase on margin of approximately \$47,000,000 in U.S. treasury bills by the Company on or before September 30, 2016 in order for the Company to take proactive steps to ensure its compliance with the regulated investment company (“RIC”) diversification requirements under Subchapter M of the Internal Revenue Code of 1986, as amended. The U.S. treasury bills will be sold on or before October 7, 2016 and the loan will be repaid in full together with interest at an annualized rate of 10% per annum on or before October 8, 2016.

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: October 5, 2016

PRINCETON CAPITAL CORPORATION

By: /s/ Gregory J. Cannella

Name: Gregory J. Cannella

Title: Chief Financial Officer