
**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): February 27, 2018 (February 27, 2018)

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)

**800 Turnpike Street
Suite 300
North Andover, Massachusetts**
(Address of principal executive offices)

01845
(Zip Code)

Registrant's telephone number, including area code: (978) 794-3366

(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 5.03 Amendments to Articles of Incorporation or Bylaws.

Second Amendment to Bylaws

Effective February 27, 2018, with the approval of its board of directors, Princeton Capital Corporation (the “Company”) amended its Bylaws (the “Bylaws”) in order to add Article XVI, which provides that the state courts of the State of Maryland, or, if no state court of the State of Maryland has subject matter jurisdiction, the United States District Court for the District of Maryland, shall be the sole and exclusive forum for certain litigation. No other provisions of the Bylaws were revised. The amendment to the Bylaws is attached to this Current Report on Form 8-K as Exhibit 3.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Second Amendment to Bylaws of Princeton Capital Corporation

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: February 27, 2018

PRINCETON CAPITAL CORPORATION

By: /s/ Gregory J. Cannella

Name: Gregory J. Cannella

Title: Chief Financial Officer

PRINCETON CAPITAL CORPORATION

SECOND AMENDMENT TO BYLAWS

Approved by the Board of Directors on February 27, 2018

The Bylaws of Princeton Capital Corporation (the “Bylaws”) are hereby amended by insertion of the following provision after Article XV thereof:

**ARTICLE XVI
EXCLUSIVE FORUM**

Unless the Corporation consents in writing to the selection of a different forum, the courts of the State of Maryland in the City of Baltimore shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach by any director, officer or other employee of the Corporation of a duty owed to the Corporation or the Corporation’s stockholders or of any standard of conduct set forth in the MGCL, (iii) any action asserting a claim arising pursuant to any provision of the MGCL, or (iv) any action asserting a claim governed by the internal affairs doctrine (or as to this subpart (iv), if no state court of the State of Maryland has subject matter jurisdiction, the United States District Court for the District of Maryland), and its stockholders consent to the assignment of any proceeding described in the foregoing sentence to the Business and Technology Case Management Program pursuant to Maryland Rule 16-308 or any successor thereof.