

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

FORM 12b-25
NOTIFICATION OF LATE FILING

OMB APPROVAL
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(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: September 30, 2018

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Princeton Capital Corporation

Full Name of Registrant

Former Name if Applicable

800 Turnpike Street, Suite 300

Address of Principal Executive Office (*Street and Number*)

North Andover, Massachusetts 01845

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

SEC 1344 (04-09) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

On March 13, 2015, Princeton Capital Corporation (the "Registrant") completed the acquisition of the investment portfolio and certain other assets of Capital Point Partners, L.P. and Capital Point Partners II, L.P. (the "Acquisition"). As a result of previously disclosed litigation surrounding the Acquisition, as previously disclosed, the Registrant began to fall behind on its financial reporting obligations.

On March 15, 2016, as previously disclosed, the Registrant engaged WithumSmith&Brown, PC ("WithumSmith") as its new 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.

The Registrant and WithumSmith have filed the past due Form 10-Q's for the quarters ended March 31, 2015, June 30, 2015, September 30, 2015, March 31, 2016, June 30, 2016, September 30, 2016, March 31, 2017, June 30, 2017, and September 30, 2017, and the Form 10-K's for the fiscal years ended December 31, 2015 and December 31, 2016.

On September 25, 2017, as previously disclosed, the United States of America filed Complaints against Mr. Sood, the Registrant's Chief Executive Officer and a director of the Registrant, and others captioned *U.S. v. Lamont Evans, et al.* and *U.S. v. James Gotto, et al.*, in the Southern District of New York.

On September 27, 2017, as previously disclosed, the Board of Directors of the Registrant authorized and directed its Audit Committee (which consists of the Board's three independent board members) to conduct an independent investigation into whether such events involved or impacted the Registrant, and the extent to which any officer or employee of the Registrant may have been involved, and whether any corporate funds may have been utilized in the conduct alleged.

Upon the recommendation of WithumSmith, the Registrant put its financial filings on hold until the Audit Committee concluded its investigation.

On January 24, 2018, as previously disclosed, the Audit Committee concluded its investigation with the assistance of outside advisors. The investigation uncovered (i) no evidence that the allegations contained in the Complaints impacted the Registrant (other than the resignation of Mr. Sood), (ii) no evidence that any officer or employee of the Company, other than (as has been alleged) Mr. Sood, had any involvement in the allegations contained in the Complaints, and (iii) no evidence that any corporate or portfolio company funds were utilized in the conduct alleged in the Complaints.

For these reasons, the Registrant could not complete the filing of its quarterly report on Form 10-Q for the periods ended March 31, 2018, June 30, 2018, or September 30, 2018, or the Form 10-K for the fiscal year ended December 31, 2017 without unreasonable effort and expense.

The Registrant and WithumSmith are working diligently to complete the past due Form 10-Q's and Form 10-K and the Registrant plans to file the Form 10-K for the fiscal year ended December 31, 2017 by the end of the month.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

<u>Gregory J. Cannella</u>	<u>978</u>	<u>794-3366</u>
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

Form 10-K for the fiscal year ended December 31, 2017, Form 10-Q for the quarter ended March 31, 2018, and Form 10-Q for the quarter ended June 30, 2018

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Princeton Capital Corporation
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date November 15, 2018

By /s/ Gregory J. Cannella
Gregory J. Cannella
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.