

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: December 31, 2015

- 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

4422 Route 27, Building C, Suite 1, Box 89

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

Kingston, New Jersey 08528-0089

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.

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"). The Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2015 could not be filed within the prescribed time period due to delays experienced in finalizing the accounting for the Acquisition.

On June 19, 2015, as previously disclosed, the Registrant dismissed Boulay PLLP as its independent registered audit firm and engaged Crowe Horwath LLP ("Crowe Horwath") as its new independent registered audit firm, effective the same date. Crowe Horwath required additional time to conduct their review of the Acquisition. For these reasons the Registrant could not complete the filing of its quarterly report on Form 10-Q for the quarter ended June 30, 2015 within the prescribed time period without unreasonable effort and expense.

On or about September 9, 2015, Capital Link Fund I, LLC, a Delaware limited liability company, CT Horizon Legacy Fund, LP, a Delaware limited partnership, Capital Point Partners, LP, a Delaware limited partnership, and Sema4, Inc., a Massachusetts corporation (collectively, the "Plaintiffs") filed a lawsuit, captioned *Capital Link Fund I, LLC, et al. v. Capital Point Management, LP, et al.*, C.A. No. 11483-VCN (the "Litigation"), in the Delaware Court of Chancery against certain defendants including the Registrant, seeking, among other things, to rescind the transfer of certain assets to the Registrant that were transferred pursuant to the Acquisition.

On October 19, 2015, as previously disclosed, Crowe Horwath resigned as the Registrant's independent public accounting firm, effective the same date. The Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 2015 could not be filed within the prescribed time period due to delays experienced in defending itself in the Litigation and the resignation of Crowe Horwath as the Registrant's independent public accounting firm.

On January 19, 2016, as previously disclosed, the Plaintiffs and certain settling defendants, including the Registrant, entered into a Settlement Agreement in regards to the Litigation.

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. For these reasons, the Registrant could not complete the filing of its annual report on Form 10-K (the "10-K") for the fiscal year ended December 31, 2015 without unreasonable effort and expense.

The Registrant and WithumSmith are working diligently to complete the Form 10-K and the past due Form 10-Q's.

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.**

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**PART IV — OTHER INFORMATION**

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

Gregory J. Cannella

(Name)

609

(Area Code)

514-9200

(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-Q for the quarter ended March 31, 2015, Form 10-Q for the quarter ended June 30, 2015, and Form 10-Q for the quarter ended September 30, 2015.

(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.

Prior to the Acquisition, the registrant had nominal assets. Through the Acquisition the registrant acquired the investment portfolio and other assets with an aggregate value of approximately \$60.1 million from the Partnerships. Accordingly, there will be a change in the results of operations from the corresponding period for the last fiscal year, however such change cannot be quantified until the new independent registered accounting firm has completed its audit of the Registrant's financial statements for the fiscal year ending December 31, 2015.

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

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

Date March 30, 2016

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.

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