

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)

January 21, 2021

PACIFIC GREEN TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

000-54756

(Commission File Number)

n/a

(IRS Employer  
Identification No.)

Suite 10212, 8 The Green Dover, DE

(Address of principal executive offices)

19901

(Zip Code)

Registrant's telephone number, including area code (302) 601-4659

N/A

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	PGTK	OTC Markets

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 5.02 Compensatory Arrangements of Certain Officers.

Item 3.02 Unregistered Sales of Equity Securities

On January 15, 2020 Pacific Green Technologies Inc. ("we", "us", "our", the "Company") entered into an Employment Agreement with Mr. Richard Fraser-Smith to become Chief Financial Officer of our Company. The Agreement was subsequently amended on December 8, 2020. Pursuant to the Agreement, Mr. Fraser-Smith is entitled to receive, among other compensation, stock options to purchase 25,000 common shares at a 25% discount to the average trading price in the 30 days prior to the first anniversary of the Agreement, exercisable for 12 months after the first anniversary of the Agreement.

Accordingly, effective January 21, 2021, we issued the options to purchase 25,000 common shares to Mr. Fraser-Smith. The securities were issued to one non-US person (as that term is defined in Regulation S of the Securities Act of 1933, as amended (the "Securities Act"), in an offshore transaction relying on Regulation S of the Securities Act of 1933, as amended.

SIGNATURES

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

PACIFIC GREEN TECHNOLOGIES INC.

/s/ SCOTT POULTER

SCOTT POULTER

CHIEF EXECUTIVE OFFICER AND DIRECTOR

DATE: FEBRUARY 3, 2021

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