

**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 10, 2009**

NRDC ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction
of incorporation)**

**001-33749
(Commission File Number)**

**26-0500600
(I.R.S. Employer
Identification No.)**

**3 Manhattanville Road
Purchase, NY 10577
(914) 272-8067
(Address of principal executive offices and zip code)**

Registrant's telephone number, including area code: (914) 272-8067

Check the appropriate box below if the Form 8-K 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 10, 2009, NYSE Alternext US (the "Exchange") sent a letter to NRDC Acquisition Corp. (the "Company") notifying the Company that it is not in compliance with Section 704 of the listing standards of the Exchange's Company Guide because the Company did not hold an annual meeting of its stockholders during 2008. The Company issued a press release (the "Press Release") on February 17, 2009 (attached as Exhibit 1 hereto and incorporated herein by reference) disclosing this notification.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
1	Press Release

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.

Date: February 17, 2009

NRDC ACQUISITION CORP.

By: /s/ Richard A. Baker

Richard A. Baker
Chief Executive Officer

NRDC Acquisition Corp.: Failure to Satisfy a Continued Listing Rule Based on a Lack of Shareholder Meeting in 2008

NEW YORK, February 17, 2009 - - NRDC Acquisition Corp. (NYSE Alternext US: NAQ) announced today that on February 10, 2009, it received notice from the staff of the NYSE Alternext US LLC (the “Exchange”) that the Company does not meet one of the Exchange’s continued listing standards because it did not hold an annual meeting of its shareholders in 2008 as required in Section 704 of the Exchange’s Company Guide.

The Company has been afforded the opportunity to submit a plan of compliance to the Exchange by March 10, 2009 to demonstrate the ability to regain compliance with the requirement to hold an annual meeting by August 10, 2009. The Company is aware of its obligations under the Company Guide, and is currently consulting with its professional advisors in connection with the submission of a plan of compliance. If the Company does not submit such a plan or if the plan is not accepted by the Exchange, the Company will be subject to delisting procedures as set forth in Section 1010 and part 12 of the Company Guide. The Company intends to file a plan of compliance with the Exchange by March 10, 2009.

About NRDC Acquisition Corp.

NRDC is a blank check company formed for the purpose of acquiring, through a merger, capital stock exchange, stock purchase, asset acquisition or other similar business combination, one or more assets or control of one or more operating businesses. Since its initial public offering, NRDC's activities have been limited to identifying and evaluating prospective acquisition targets.

Some of the statements in this press release constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. These statements are based on our current expectations, estimates and projections. Words such as "will," "intends," "expects," "believes" and similar expressions are used to identify these forward-looking statements. These statements are only predictions and as such are not guarantees of future performance and involve risks, uncertainties, and assumptions that are difficult to predict. Forward-looking statements are based upon assumptions as to future events or our future financial performance that may not prove to be accurate. Actual outcomes and results may differ materially from what is expressed or forecast in these forward-looking statements. As a result, these statements speak only of the date they were made, and the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.