

**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): March 4, 2025

**PureCycle Technologies, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40234**  
(Commission File Number)

**86-2293091**  
(IRS Employer  
Identification No.)

**20 North Orange Avenue, Suite 106**  
**Orlando, Florida**  
(Address of Principal Executive Offices)

**32801**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 877 648-3565**

(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 Stock, par value \$0.001 per share	PCT	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share of common stock, \$0.001 par value per share, at an exercise price of \$11.50 per share	PCTTW	The Nasdaq Stock Market LLC
Units, each consisting of one share of common stock, \$0.001 par value per share, and three quarters of one warrant	PCTTU	The Nasdaq Stock Market LLC

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 8.01. Other Events**

On March 4, 2025, PureCycle Technologies, Inc. (the “Company”) filed a prospectus supplement (“Prospectus Supplement”) to its effective shelf registration statement on Form S-3ASR (File No. 333-284634) filed with the Securities and Exchange Commission (the “Commission”) on January 31, 2025. The Company filed the Prospectus Supplement for the purpose of registering for resale up to 4,091,293 shares of the Company’s common stock, \$0.001 par value (the “Common Stock”), by the selling stockholders identified in the Prospectus Supplement (the “Selling Stockholders”). The Common Stock was acquired by the Selling Stockholders in the private placement financing described on the Company’s Current Report on Form 8-K filed with the Commission on February 6, 2025.

In connection with the filing of the Prospectus Supplement, the Company is filing an opinion of its counsel, Jones Day, regarding the legality of the Common Stock being registered, which opinion is attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Set forth below is a list of Exhibits included as part of this Current Report.

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
5.1	Opinion of Jones Day
23.1	<a href="#">Consent of Jones Day (contained in Exhibit 5.1)</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

PureCycle Technologies, Inc.

Date: March 4, 2025

By: /s/ Brad Kalter  
Brad Kalter

General Counsel, Chief Compliance Officer and Corporate Secretary

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# JONES DAY

March 4, 2025

PureCycle Technologies, Inc.  
20 North Orange Avenue  
Suite 106  
Orlando, Florida 32801

Re: Registration Statement on Form S-3 filed by PureCycle Technologies, Inc.

Ladies and Gentlemen:

We have acted as counsel for PureCycle Technologies, Inc., a Delaware corporation (the “*Company*”), in connection with the offering and sale from time to time, on a delayed basis, by certain stockholders of the Company of up to 4,091,293 shares (the “*Selling Stockholder Shares*”) of the Company’s common stock, par value \$0.001 per share, as contemplated by the Company’s registration statement on Form S-3 (Registration No. 333-284634) (the “*Registration Statement*”). The Selling Stockholder Shares may be offered and sold from time to time pursuant to Rule 415 under the Securities Act of 1933 (the “*Securities Act*”).

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further assumptions, qualifications and limitations set forth herein, we are of the opinion that the Selling Stockholder Shares have been validly issued and are fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Current Report on Form 8-K dated the date hereof filed by the Company and incorporated by reference into the Registration Statement and to the reference to Jones Day under the caption “Legal Matters” in the prospectus constituting a part of the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

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