



**PURECYCLE TECHNOLOGIES, INC.**  
**18,177,703 Shares**  
**Common Stock**

This prospectus supplement is being filed to update and supplement the information contained in the prospectus dated July 1, 2021 (as supplemented or amended from time to time, the "Prospectus"), with the information contained in our Current Report on Form 8-K, which was filed with the Securities and Exchange Commission ("SEC") on March 18, 2022 (the "Form 8-K"). Accordingly, we have attached the Form 8-K to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the issuance by us of 5,936,625 shares of our common stock, par value \$0.001 per share ("Common Stock"), that may be issued upon exercise of the Company Warrants (as defined in the Prospectus).

The Prospectus and prospectus supplement also relate to the offer and sale from time to time by the selling stockholders named in the Prospectus or their permitted transferees (collectively, the "Selling Stockholders") of up to 12,241,078 shares of Common Stock, which includes (i) 8,903,842 shares of Common Stock that may be issued upon conversion of the Convertible Notes (as defined in the Prospectus) currently outstanding as of the most recent interest payment date, (ii) up to 951,360 additional shares of Common Stock issuable upon conversion of the Convertible Notes assuming all remaining interest payments are made to holders of the Convertible Notes entirely in kind and the maturity date of the Convertible Notes is extended through April 15, 2023 (from October 15, 2022) at our election with respect to 50% of the amount outstanding under the Convertible Notes at October 15, 2022 and (iii) up to 2,385,876 shares of Common Stock held by certain initial stockholders named therein (including the shares of our Common Stock that may be issued upon conversion of the Company Warrants held by such initial stockholders).

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our Common Stock, warrants and units are listed on The Nasdaq Capital Market under the symbols "PCT," "PCTTW" and "PCTTU," respectively. On March 21, 2022, the closing price of our Common Stock was \$8.73 per share.

**Investing in our securities involves risks that are described in the "Risk Factors" section beginning on page 14 of the Prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus supplement is March 22, 2022.**

**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 17, 2022**

**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**  
(I.R.S. Employer  
Identification No.)

**5950 Hazeltine National Drive,**  
**Suite 650, Orlando**  
**Florida**  
(Address of Principal Executive Offices)

**32822**  
(Zip Code)

**Registrant's telephone number, including area code: (877) 648-3565**

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Sec.230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Sec.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.

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Item 8.01. Other Events.

As previously disclosed, on or before March 7, 2022, PureCycle Technologies, Inc. (the “*Company*”) entered into subscription agreements (the “*Subscription Agreements*”) with certain investors (the “*Investors*”), pursuant to which the Company agreed to sell to the Investors, in a private placement, shares of the Company’s common stock, par value \$0.001 per share (“*Common Stock*”), and Series A warrants to purchase shares of Common Stock (the “*Series A Warrants*”) at a price of \$7.00 per share of Common Stock and one-half (1/2) of one Series A Warrant (the “*Offering*”).

On March 17, 2022, the Company closed the Offering and issued to the Investors an aggregate of 35,714,272 shares of Common Stock and Series A Warrants to purchase an aggregate of 17,857,136 shares of Common Stock. The Company received approximately \$250 million in gross proceeds from the Offering.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL.

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SIGNATURE

Pursuant to the requirements of the Securities and 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.

By: /s/ Lawrence Somma  
Name: Lawrence Somma  
Title: Chief Financial Officer

Date: March 18, 2022