

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): June 24, 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, Florida (Address of Principal Executive Offices)	Suite 650, Orlando	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
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 (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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 24, 2022, Michael Otworth notified the Board of Directors (“Board”) of PureCycle Technologies, Inc. (the “Company”) of his decision to resign as Chairman of the Board and Chief Executive Officer of the Company effective August 5, 2022 (“Effective Date”). Mr. Otworth’s decision to resign was not the result of any disagreement with the Company or its management. In connection with his resignation, Mr. Otworth will be entitled to receive his base salary through the Effective Date; \$500,000, representing a partial payout of his 2022 short-term incentive award opportunity; and reimbursement of any unreimbursed business expenses. Mr. Otworth has agreed to sign a customary release agreement in exchange for the partial short-term incentive award payment. Mr. Otworth will forfeit his outstanding equity compensation awards that are not vested as of the Effective Date.

In connection with Mr. Otworth’s resignation, the Board has appointed Dustin Olson as the Company’s Chief Executive Officer (“CEO”) as of the Effective Date. Mr. Olson will also serve as a member of the Board as of the Effective Date.

Mr. Olson, age 44, has served as the Company’s Chief Operating Officer since March 2022 and Chief Manufacturing Officer since March 2021. Both positions will be eliminated as of the Effective Date. From January 2021 to March 2021, Mr. Olson served as the Chief Manufacturing Officer for PureCycle Technologies LLC, a current Company affiliate. Previously, Mr. Olson served as the Vice President of Advanced Polymer Solutions of LyondellBasell, a multinational chemical company and licensor of polyethylene and polypropylene technologies, from August 2018 to December 2020, where he had commercial responsibilities for all advanced polymer solution activities across Asia-Pacific, Africa, the Middle East and India. From June 2017 to August 2018, Mr. Olson served as LyondellBasell’s Director of Polypropylene Compounds, where he was commercially and functionally responsible for polypropylene compounds activities across Asia-Pacific, Africa, the Middle East and India. In addition, Mr. Olson also served as Director of Manufacturing for Compounding, Catalyst and Ethanol for LyondellBasell from June 2015 to June 2017, where he was responsible for all compounding, catalyst and ethanol manufacturing activities across the Americas. Mr. Olson received a B.S. in Chemical Engineering from the University of Missouri-Rolla, a Master’s degree in Chemical Engineering from the University of Houston, and an MBA from Rice University’s Jesse H. Jones Graduate School of Management.

Pursuant to his appointment as CEO, the Board made the following adjustments to Mr. Olson’s compensation:

- an increase in Mr. Olson’s annual base salary from \$450,000 to \$773,000, as of the Effective Date;
- an increase in the previously granted award opportunity to Mr. Olson under the Company’s short-term cash incentive program (“STIP”) from 85% of Mr. Olson’s base salary to 100%, prorated for the portion of the year during which Mr. Olson serves as CEO; and
- a long-term equity award to be granted on the Effective Date with a target grant date value of \$1,650,000 and consisting in equal parts of performance-based restricted stock units (“PSUs”) and service-based restricted stock units (“RSUs”) (the “Olson Award”) under the PureCycle Technologies, Inc. 2021 Equity and Incentive Compensation Plan (the “2021 Plan”). The Olson Award, in addition to the combined grant date value of the March 2, 2022 and May 20, 2022 equity awards previously granted to Mr. Olson for the 2022 award cycle, is intended to provide Mr. Olson with total equity awards for 2022 that, in the aggregate, approximate the targeted value of Mr. Otworth’s 2022 equity awards (\$2,700,000).

The award opportunity granted to Mr. Olson under the STIP is based on achievement during the 2022 fiscal year of pre-established Company performance goals (weighted at 70%) and individual performance (weighted at 30%), with payouts thereunder ranging from 0% to 200% of target. The RSUs to be granted to Mr. Olson on the Effective Date will generally vest in substantially equal installments on each of the first four anniversaries of the grant date, subject to Mr. Olson’s continued employment with the Company. The PSUs granted to Mr. Olson on the Effective Date may be earned based on achievement of two equally weighted pre-established performance objectives related to: (i) cumulative earnings before interest, taxes, depreciation, and amortization from January 1, 2022 through December 31, 2024, and (ii) cumulative production at the Company’s operational manufacturing facilities from January 1, 2022 through December 31, 2024, and will vest on the date the attainment of such performance objectives is determined by the Board, generally subject to Mr. Olson’s continued employment with the Company through December 31, 2024. The actual number of shares (if any) issued in settlement of the PSUs may range from a threshold level of 50% to a maximum level 200% of target.

In addition to the appointment of Mr. Olson, the Board also has appointed Dan Coombs, currently an independent member of the Board, as Executive Chairman, for a term of twelve months beginning on the Effective Date. Mr. Coombs, 65, most recently served from January 2017 through July 2020 as executive vice president global manufacturing, projects and refining for LyondellBasell Industries N.V. Mr. Coombs previously served as executive vice president for LyondellBasell’s global business lines: olefins and polyolefins from January 2016 to January 2017, intermediates and derivatives from May 2015 to January 2016, and technology from May 2015 to September 2018. Mr. Coombs previously spent 37 years at Chevron Phillips Chemical Company and Phillips Petroleum, serving as senior vice president global manufacturing from December 2013 to May 2015, specialties, aromatics and styrenics from January 2012 to November 2013, and deputy general manager, Qatar Chemical Company. Mr. Coombs earned his Bachelor of Science

in Chemical Engineering from The Ohio State University, a Master of Science from the University of Tulsa and a Master of Business Administration from Texas A&M University. Mr. Coombs is an American Institute of Chemical Engineers Foundation Trustee and Chairman for the Corporate Council. In addition, Mr. Coombs is a registered professional engineer.

In this newly created role, Mr. Coombs will serve as the Executive Chairman of the Board, and will provide active oversight to support Dustin's teams through the startup and initial operations. During his service as Executive Chairman, Mr. Coombs will receive a base salary at an annual rate of \$450,000 and an opportunity to earn a discretionary cash bonus of up to \$225,000 at the end of his term as Executive Chairman based on the Board's subjective evaluation of the success of Mr. Coombs' oversight activities. In addition, Mr. Coombs will be granted an award of RSUs with a target grant date value of \$325,000 on the Effective Date, which RSUs will generally vest on August 4, 2023, subject to Mr. Coombs' continued employment with the Company through the vesting date. With Mr. Coombs' appointment as Executive Chairman as of the Effective Date, Allen Jacoby will retain the role of Lead Independent Director.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press Release announcing resignation of Michael Otworth as Chairman and Chief Executive Officer, dated June 30, 2022
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL

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/ Brad Kalter _____

Name: Brad Kalter

Title: General Counsel and Corporate Secretary

Date: June 30, 2022



PureCycle Announces Key Leadership Changes, New Chief Executive Officer

Dustin Olson will serve as the Company's second CEO

ORLANDO, Fla. — June 30, 2022— Today, PureCycle Technologies, Inc. (NASDAQ: PCT) announced three key leadership changes effective August 5, 2022, that are expected to propel the company's transition to a leading global manufacturing and technology company.

Mike Otworth, Chairman of the Board of Directors and CEO of PureCycle, will resign to return to Innventure, a company he helped found. Dustin Olson, PureCycle's current Chief Operating Officer and Chief Manufacturing Officer, is being promoted to the role of CEO and joining the Board of Directors effective August 5, 2022. Olson has been with PureCycle since 2021 leading manufacturing and operations. Dan Coombs, current member of PureCycle's Board of Directors, will be appointed, upon Mike's departure, to a newly created position of Executive Chairman of the Board of Directors.

Mike Otworth said, "I am an entrepreneur at heart, and am excited to see PureCycle's progress over the last seven years. Taking PureCycle from an early concept to a publicly traded company has been an honor. We successfully added deep operational experience to our Board and management team to drive the execution of our business plan. Dustin has proven to be effective, eager, and has unprecedented work ethic. Dustin will lead this team and company into the next phase and will make PureCycle teams past and present proud."

Dustin Olson has over 20 years of plastics, petrochemical and refining experience in the United States, Europe, and China. Before joining PureCycle, he led multiple LyondellBasell commercial and operational businesses, delivering substantial growth in volume and profitability.

Dustin Olson said, "I am honored and humbled with this appointment as PureCycle's next CEO. I am excited for the opportunity to lead PureCycle during this important time. We have a strong and dedicated team in place to help our efforts in scaling our technology and addressing the planet's plastic waste crisis."

Jeff Fieler, Board Member and chairman of the Nominating and Corporate Governance Committee, commented, "Dustin brings special talents, energy, deep industry experience with business and manufacturing processes, and a compelling vision that employees and customers can rally around. We believe Dustin is the right person to lead PureCycle forward toward project completion and full commercial operations."

Dan Coombs, former executive vice president for LyondellBasell and current member of PureCycle's Board of Directors, has deep industry and business experience with large new technology facility startups, and a strong background with supercritical fluids. He will provide invaluable insight to Dustin's teams through the startup and initial operations.

Dan Coombs, Board Member, PureCycle said, "It is an honor to be appointed as the Executive Chairman of PureCycle. Thanks to Mike's entrepreneurial spirit and passion for innovation and technology, PureCycle has built a clear path for long-term success. Dustin's continued dedication to PureCycle's mission and commitment to excellence makes him the right leader for

our company. We look forward to continuing to work with him in this new role and know he will help us in our efforts to hit critical milestones.”

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PureCycle Contact

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About PureCycle Technologies

PureCycle Technologies LLC., a subsidiary of PureCycle Technologies, Inc., holds a global license for the only patented solvent-driven purification recycling technology, developed by The Procter & Gamble Company (P&G), that is designed to transform polypropylene plastic waste (designated as No. 5 plastic) into a continuously renewable resource. The unique purification process is designed to remove color, odor, and other impurities from No. 5 plastic waste resulting in an ultra-pure recycled (UPR) plastic that can be recycled and reused over and over again, changing our relationship with plastic. www.purecycle.com

Forward-Looking Statements

This press release contains forward-looking statements, including statements about the prospects of PCT. In addition, any statements that characterize future events or circumstances, including any underlying assumptions, are forward-looking statements. Forward-looking statements are typically identified by words such as “plan,” “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project,” “continue,” “could,” “may,” “might,” “possible,” “potential,” “predict,” “should,” “would” and other similar words and expressions, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements are based on the current expectations of the management of PCT and are inherently subject to uncertainties and changes in circumstances and their potential effects and speak only as of the date of this press release. There can be no assurance that future developments will be those that have been anticipated. These forward-looking statements involve a number of risks, uncertainties or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described in the section of PCT’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021 entitled “Risk Factors,” those discussed and identified in public filings made with the U.S. Securities and Exchange Commission (the “SEC”) by PCT and the following:

- PCT's ability to meet, and to continue to meet, applicable regulatory requirements for the use of PCT's UPR resin in food grade applications (both in the United States and abroad);
- PCT's ability to comply on an ongoing basis with the numerous regulatory requirements applicable to the UPR resin and PCT's facilities (both in the United States and abroad);
- expectations and changes regarding PCT's strategies and future financial performance, including its future business plans, expansion plans or objectives, prospective performance and opportunities and competitors, revenues, products and services, pricing, operating expenses, market trends, liquidity, cash flows and uses of cash, capital expenditures, and PCT's ability to invest in growth initiatives;
- PCT's ability to scale and build the Ironton facility in a timely and cost-effective manner;
- PCT's ability to complete the necessary funding with respect to, and complete the construction of the Augusta facility, its first U.S. cluster facility located in Augusta, Georgia, in a timely and cost-effective manner;
- PCT's ability to sort and process polypropylene plastic waste at its plastic waste prep ("Feed PreP") facilities;
- PCT's ability to maintain exclusivity under the Procter & Gamble Company license;
- the implementation, market acceptance and success of PCT's business model and growth strategy;
- the success or profitability of PCT's offtake arrangements;
- the ability to source feedstock with a high polypropylene content;
- PCT's future capital requirements and sources and uses of cash;
- PCT's ability to obtain funding for its operations and future growth;
- developments and projections relating to PCT's competitors and industry;
- the outcome of any legal or regulatory proceedings to which PCT is, or may become a party, including the recently filed securities class action case;
- the ability to recognize the anticipated benefits of the previously announced business combination consummated on March 17, 2021;
- unexpected costs related to the business combination;
- geopolitical risk and changes in applicable laws or regulations;
- the possibility that PCT may be adversely affected by other economic, business, and/or competitive factors;
- changes in the prices and availability of labor (including labor shortages), transportation and materials, including significant inflation, and PCT's ability to obtain them in a timely and cost-effective manner;
- the potential impact of climate change on PCT, including physical and transition risks, higher regulatory and compliance costs, reputational risks, and availability of capital on attractive terms;
- operational risk; and
- the risk that the COVID-19 pandemic, including any new and emerging variants and the efficacy and distribution of vaccines, and local, state, federal and international responses to addressing the pandemic may have an adverse effect on PCT's business operations, as well as PCT's financial condition and results of operations.

Should one or more of these risks or uncertainties materialize or should any of the assumptions made by the management of PCT prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

All subsequent written and oral forward-looking statements or other matters attributable to PCT or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this press release. Except to the extent required by applicable law or regulation, PCT undertakes no obligation to update these forward-looking statements to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.