

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Dee Michael E		2. Issuer Name and Ticker or Trading Symbol PureCycle Technologies, Inc. [PCT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle) C/O PURECYCLE TECHNOLOGIES, INC., 5950 HAZELTINE NATIONAL DRIVE, SUITE 650		3. Date of Earliest Transaction (Month/Day/Year) 07/08/2021		Chief Financial Officer	
(Street) ORLANDO, FL 32822		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/08/2021		A		18,107 (1)	A	\$ 0	25,677.995	D	
Common Stock	07/08/2021		A		1,000,000 (2)	A	\$ 0	1,025,677.995	D	
Common Stock	07/08/2021		A		100 (3)	A	\$ 0	1,025,777.995	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units	(4)	07/08/2021		A		200,000		(4)	(4)	Common Stock	200,000.00	\$ 0	200,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dee Michael E C/O PURECYCLE TECHNOLOGIES, INC. 5950 HAZELTINE NATIONAL DRIVE, SUITE 650 ORLANDO, FL 32822			Chief Financial Officer	

Signatures

/s/ Brad S. Kalter, as Attorney-in-Fact for Michael E. Dee	07/12/2021
Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The restricted stock units were granted as part of the Company's 2021 long-term incentive plan grant cycle and are subject to vesting over four years with one quarter, rounded down to the nearest whole share of stock, vesting in each of the four periods.

- The restricted shares were granted in conjunction with the Reporting Person's offer of employment and are subject to the following vesting schedule: one-third of the restricted shares shall vest on September 17, 2021, one-third of the restricted shares shall vest on March 17, 2022, and one-third of the restricted shares shall vest on the date on which the Company's Ironton, Ohio plant
- (2) becomes operational, as certified by Leidos in accordance with the Limited Offering Memorandum, dated September 23, 2020 (in connection with the bond offering by Southern Ohio Port Authority to PureCycle: Ohio LLC). Each vesting will be rounded down to the nearest whole share of stock at each of the three vesting periods.
 - (3) The shares of common stock were issued as a one-time award to each employee in recognition of the Company's being listed on the NASDAQ Exchange. The shares vest immediately upon grant.
 - (4) Each performance restricted stock unit represents a right to receive one share of the Company's common stock. The performance restricted stock units are subject to shall vest in full if the Market Value per Share is greater than \$18.00 for any period of 20 trading days out of any 30 consecutive trading days within the period from September 17, 2021 through March 17, 2024.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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