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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES
EXCHANGE ACT OF 1934**

For the month of July 2021

Commission File Number: **001-39989-1**

PYROGENESIS CANADA INC.
(Translation of registrant's name into English)

1744, William St. Suite 200
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F [] Form 40-F []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

On July 15, 2021, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
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99.1	Press Release dated July 15, 2021
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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, thereunto duly authorized.

PYROGENESIS CANADA INC.

(Registrant)

Date: July 15, 2021

/s/ P. Peter Pascali

P. Peter Pascali
Chief Executive Officer

P. Peter Pascali Updates Early Warning Report

MONTREAL, July 15, 2021 (GLOBE NEWSWIRE) -- P. Peter Pascali, President and Chief Executive Officer of PyroGenesis Canada Inc. (<http://pyrogenesis.com>) (TSX: PYR) (NASDAQ: PYR) (FRA: 8PY), a high-tech company (hereinafter referred to as the “Company” or “PyroGenesis”), that designs, develops, manufactures and commercializes plasma atomized metal powders, environmentally friendly plasma waste-to-energy systems and clean plasma torch products, has filed today an updated early warning report with respect to his shareholdings in PyroGenesis in connection with his proposed disposition (the “**Proposed Disposition**”) through the facilities of the Toronto Stock Exchange of up to 765,000 common shares of PyroGenesis (“**Common Shares**”) held by Fiducie de Crédit Mellon Trust (the “**Trust**”) under an automatic securities disposition plan (“**ASDP**”) and a notice of intention to distribute securities (Form 45-102F1) filed by Mr. Pascali and available under the SEDAR profile of PyroGenesis at www.sedar.com.

The Common Shares to be sold under the Proposed Disposition would be sold as a result of investment considerations, including price, market conditions, availability of funds, and other factors. The ASDP will allow for an orderly disposition of a small portion of the Common Shares held or controlled by Mr. Pascali at prevailing market prices during the period from July 15, 2021 to August 6, 2021.

Sales under the ASDP will be effected by an independent securities broker in accordance with general trading parameters set out in the ASDP, and Mr. Pascali is not permitted to exercise any further discretion or influence over how dispositions will occur under the ASDP. Dispositions pursuant to the ASDP will be reported by Mr. Pascali on SEDI in accordance with applicable Canadian securities legislation.

On July 15, 2021, a total of 167,761,705 Common Shares were issued and outstanding. As of July 15, 2021, prior to any sales under the Proposed Disposition, Mr. Pascali (i) beneficially owns and controls 61,742,941 Common Shares (representing 36.80% of the issued and outstanding Common Shares), (ii) controls 7,251,000 Common Shares beneficially owned by 8339856 Canada Inc. (the “**Holdco**”) (representing 4.32% of the issued and outstanding Common Shares), (iii) controls 11,263,057 Common Shares beneficially owned by the Trust (representing 6.71% of the issued and outstanding Common Shares), and (iv) controls 1,000,000 Common Shares beneficially owned by The 2% Solution Foundation (the “**Foundation**”). This represents, in aggregate (the “**Total Ownership**”), 81,256,998 Common Shares, or 48.44% of the issued and outstanding Common Shares.

Assuming the completion of the Proposed Disposition, 765,000 Common Shares, representing 0.46% of the issued and outstanding Common Shares, will be sold by the Trust, resulting in a Total Ownership of 80,491,998 Common Shares (representing 48.20% of the issued and outstanding Common Shares).

In addition, Mr. Pascali beneficially owns and controls options issued under PyroGenesis’ option plan to acquire 6,850,000 Common Shares (of which 5,875,000 are currently vested (the “**Vested Options**”) and 325,000 will vest on July 16, 2021, 325,000 will vest on July 16, 2022 and 325,000 will vest on July 16, 2023 (the unvested options, collectively, the “**Unvested Options**”)).

Assuming the exercise of all the Vested Options, an aggregate of 5,875,000 Common Shares would be issued, and the Total Ownership would increase to 87,131,998 Common Shares (or 86,366,998 Common Shares assuming the completion of the Proposed Disposition), or 50.18% (or 49.96% assuming the completion of the Proposed Disposition) of the issued and outstanding Common Shares (based on the number of Common Shares issued and outstanding as of the date hereof and after giving effect to the issuance of the 5,875,000 Common Shares issuable under such options). Of such Total Ownership of 87,131,998 Common Shares, (i) 67,617,941 Common Shares would be beneficially owned and controlled by Mr. Pascali, (ii) 7,251,000 Common Shares would be controlled by Mr. Pascali and beneficially owned by the Holdco, (iii) 11,263,057 Common Shares (or 10,498,057 Common Shares assuming the completion of the Proposed Disposition) would be controlled by Mr. Pascali and beneficially owned by the Trust, and (iv) 1,000,000 Common Shares would be controlled by Mr. Pascali and beneficially owned by the Foundation.

Assuming the exercise of the Vested Options and the Unvested Options, an aggregate of 6,850,000 Common Shares would be issued, and the Total Ownership would increase to 88,106,998 Common Shares, or 50.46% of the issued and outstanding Common Shares (based on the number of Common Shares issued and outstanding as of the date hereof and after giving effect to the issuance of the 6,850,000 Common Shares issuable under such options). Of such Total Ownership of 88,106,998 Common Shares, (i) 68,592,941 Common Shares would be beneficially owned and controlled by Mr. Pascali, (ii) 7,251,000 Common Shares would be controlled by Mr. Pascali and beneficially owned by the Holdco, (iii) 11,263,057 Common Shares (or 10,498,057 Common Shares assuming the completion of the Proposed Disposition) would be controlled by Mr. Pascali and beneficially owned by the Trust, and (iv) 1,000,000 Common Shares would be controlled by Mr. Pascali and beneficially owned by the Foundation.

The Trust, the Holdco and the Foundation may be considered to be joint actors with Mr. Pascali. Mr. Pascali is a (i) trustee, executive officer and beneficiary of the Trust, (ii) director, executive officer and the sole shareholder of the Holdco, and (iii) director of the Foundation.

Mr. Pascali and any joint actor may, from time to time, acquire or dispose of ownership or control or direction over some or all of the securities of PyroGenesis depending on a number of factors.

For further information, including regarding the early warning report, including a copy of same (which is available under PyroGenesis' SEDAR profile at www.sedar.com), please contact:

P. Peter Pascali, President and Chief Executive Officer of PyroGenesis, at (514) 937-0002. The address of the head office of PyroGenesis is 1744 William Street, Suite 200, Montreal, Quebec, H3J 1R4.