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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 August 2024

333-206723  
(Commission File Number)

**P.V. NANO CELL LTD.**  
(Translation of registrant's name into English)

**8 Hamasger Street**  
**Migdal Ha'Emek, 2310102, Israel**  
(Address of principal executive office)

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

Form 20-F  Form 40-F

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On August 8, 2024, P.V. Nano Cell Ltd. (the "**Company**") held a Special General Meeting of Shareholders (the "**Meeting**"). At the Meeting, the Company's shareholders voted on the proposal set forth in the Company's proxy statement for the Meeting that was attached as Exhibit 99.1 to the Report of Foreign Private Issuer on Form 6-K that was furnished to the U.S. Securities and Exchange Commission July 3, 2024 (the "**Proxy Statement**"). At the Meeting, the proposal set forth in the Proxy Statement was approved by the requisite majority of the Company's shareholders under the Israeli Companies Law 5759-1999.

1

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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.

Date: August 8, 2024

**P.V. NANO CELL LTD.**

By: /s/ Avi Magid  
Name: Avi Magid  
Title: Chief Executive Officer

2

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