
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION
OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934.**

Commission File Number 333-206723

P.V. NANO CELL LTD.

(Exact name of registrant as specified in its charter)

**8 Hamasger Street
Migdal Ha'Emek, Israel 2310102
Tel: 972.4.654.6881**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ordinary Shares, par value NIS 0.01 per share
(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 102

Pursuant to the requirements of the Securities Exchange Act of 1934, PV Nano Cell, Ltd. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 9, 2024

By: /s/ Avi Magid

Name: Avi Magid

Title: Chief Executive Officer
