

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* Finback Evolv, LLC (Last) (First) (Middle) 200 ANASTASIA AVENUE, SUITE 500 (Street) CORAL GABLES, FL 33134 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/16/2021	3. Issuer Name and Ticker or Trading Symbol Evolv Technologies Holdings, Inc. [EVLV]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	11,175,821 (1)	I	See Footnote (3)
Class A Common Stock	126,136 (2)	I	See Footnote (4)
Class A Common Stock	1,708,603 (2)	I	See Footnote (5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Rights	(6)	(6)	Class A Common Stock	1,351,556	\$ (6)	I	See Footnote (3)
Performance Rights	(6)	(6)	Class A Common Stock	295,664	\$ (6)	I	See Footnote (4)
Performance Rights	(6)	(6)	Class A Common Stock	164,364	\$ (6)	I	See Footnote (5)
Class A Common Warrant	(7)	01/31/2031	Class A Common Stock	2,421,199	\$ 0.42	I	See Footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Finback Evolv, LLC 200 ANASTASIA AVENUE SUITE 500 CORAL GABLES, FL 33134		X		

Finback Evolv II, LLC 200 ANASTASIA AVENUE SUITE 500 CORAL GABLES, FL 33134		X		
Finback Evolv OBH, LLC 200 ANASTASIA AVENUE SUITE 500 CORAL GABLES, FL 33134		X		

Signatures

Finback Evolv, LLC by /s/ George Huber, Manager		07/26/2021
**Signature of Reporting Person		Date
Finback Evolv OBH, LLC by /s/ George Huber, Manager		07/26/2021
**Signature of Reporting Person		Date
Finback Evolv II, LLC by /s/ George Huber, Manager		07/26/2021
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- The Reporting Person acquired a portion of these securities on July 16, 2021 as consideration and in exchange for the Reporting Person's holdings in Evolv Technologies, Inc. ("Old Evolv") pursuant to an Agreement and Plan of Merger dated March 5, 2021, by and among Old Evolv, NewHold Investments Corp. (the predecessor to Issuer) (1) and NHIC Sub Inc., as amended by that certain First Amendment to Agreement and Plan of Merger dated June 5, 2021 (as so amended, the "Merger Agreement") and the other portion of these securities on July 16, 2021, pursuant to that certain Noteholders Consent dated June 21, 2021, by and among the noteholders identified therein, NewHold Investments Corp. and Old Evolv, entered into in connection with the Merger Agreement.
- (2) The Reporting Person acquired these securities on July 16, 2021 as consideration and in exchange for the Reporting Person's holdings in Old Evolv pursuant to the Merger Agreement.
- (3) These securities are held directly by Finback Evolv, LLC.
- (4) These securities are held directly by Finback Evolv OBH, LLC.
- (5) These securities are held directly by Finback Evolv II, LLC.

- Each performance right represents a contingent right to receive one share of the Issuer's Class A common stock. Pursuant to an "Earn Out" provision in the Merger Agreement, the performance rights vest upon the Issuer's Class A Common stock achieving a specified price per share as follows: (i) 1/3 of the shares shall be issued if the closing sale price of Class A common stock equals or exceeds \$12.50 per share for any period of 20 trading days out of 30 consecutive trading days prior to March 5, 2026; (ii) 1/3 of the shares shall be issued if the closing sale price of Class A common stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to March 5, 2026; and (iii) 1/3 of the shares shall be issued if the closing sale price of Class A common stock equals or exceeds \$17.50 per share for any period of 20 trading days out of 30 consecutive trading days prior to March 5, 2026.
- (7) Portions of the shares underlying the Class A Warrant shall vest based on certain sale and business performance metrics.

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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