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# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

### SCHEDULE 13D

Under the Securities Exchange Act of 1934

**Evolv Technologies Holdings, Inc.**

(Name of Issuer)

**Class A Common Stock**

(Title of Class of Securities)

**30049H102**

(CUSIP Number)

**Rajiv P. Shah**  
**c/o Stoic Point Capital Management LLC, 155 Forest Avenue**  
**Palo Alto, CA, 94301**  
**650-503-9750**

**Daniel N. Webb, Esq.**  
**Simpson Thacher & Bartlett LLP, 2475 Hanover Street**  
**Palo Alto, CA, 94304**  
**650-251-5095**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**01/23/2025**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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### SCHEDULE 13D

CUSIP No. 30049H102

1	Name of reporting person Stoic Point Capital Management LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,798,501.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 8,208,515.00
11	Aggregate amount beneficially owned by each reporting person 8,208,515.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.2 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	30049H102
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1	Name of reporting person Rajiv P. Shah	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficial	7	Sole Voting Power

ly Owned by Each Reporting Person With:		0.00
	8	Shared Voting Power 3,798,501.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 8,208,515.00
11	Aggregate amount beneficially owned by each reporting person 8,208,515.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.2 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

CUSIP No.	30049H102
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1	Name of reporting person Cullen J. Rose	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficial ly Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,798,501.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 8,208,515.00

11	<b>Aggregate amount beneficially owned by each reporting person</b> 8,208,515.00
12	<b>Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)</b> <input type="checkbox"/>
13	<b>Percent of class represented by amount in Row (11)</b> 5.2 %
14	<b>Type of Reporting Person (See Instructions)</b> IN

## SCHEDULE 13D

### Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Class A Common Stock

(b) **Name of Issuer:**

Evolv Technologies Holdings, Inc.

(c) **Address of Issuer's Principal Executive Offices:**

500 TOTTEN POND ROAD, 4TH FLOOR, WALTHAM, MASSACHUSETTS , 02451.

**Item 1 Comment:** This Schedule 13D is being filed by the Reporting Persons (as defined below) with respect to the shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock") of Evolve Technologies Holdings, Inc. (the "Issuer").

### Item 2. Identity and Background

(a) This Schedule 13D is being filed jointly on behalf of the following persons (collectively, the "Reporting Persons"):

1. Stoic Point Capital Management LLC, a Delaware limited liability company ("SPCM"),
2. Rajiv P. Shah, a United States citizen, and
3. Cullen J. Rose, a United States citizen.

The Reporting Persons have entered into an agreement of joint filing, a copy of which is attached hereto as Exhibit 1.

(b) The principal business of SPCM is providing investment advisory services to private funds ("Funds") and other institutional investors, including through separately managed accounts ("SMAs"). SPCM clients generally pay an asset-based management fee and a performance fee, some of which may be based on the net profits, if any, relating to Issuer securities. Messrs. Shah and Rose are the managing members of SPCM.

(c) The principal business address of each of the Reporting Persons is 155 Forest Avenue, Palo Alto, CA 94301.

(d) During the last five years, none of the Reporting Persons, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) See Item 2(a) above.

### Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons acquired beneficial ownership of the securities reported herein at a cost of approximately \$26,636,243. The source of funds used to acquire such position was from working capital of private funds and SMAs they manage.

### Item 4. Purpose of Transaction

The Reporting Persons acquired the securities reported herein for investment purposes and intend to review their investments in the Issuer on a continuing basis. Subject to various factors, including but not limited to the Issuer's financial position and strategic direction, price levels of the Class A Common Stock, conditions in the securities markets, various laws and regulations applicable to the Issuer and companies in its industry and the Reporting Persons' ownership in the Issuer, and general economic and industry conditions, the Reporting Persons may in the future take actions with respect to their investment in the Issuer as they deem appropriate, including changing their current intentions, with respect to any or all matters required to be disclosed in this Schedule 13D. The Reporting Persons may, from time to time, acquire, or cause affiliates to acquire, additional shares of Class A Common Stock or other securities of the Issuer (including any combination or derivative thereof), dispose, or cause affiliates to dispose, of some or all of their Class A Common Stock or other securities of the Issuer or continue to hold, or cause affiliates to hold, Class A Common Stock or other securities of the Issuer (or any combination or derivative thereof). In addition, the Reporting Persons have engaged and intend to continue to engage from time to time, in discussions with management or the board of directors of the Issuer (the "Board") about its business, op

erations, strategy, plans and prospects and governance matters or otherwise work with management and the Board with a view to maximizing stockholder value.

Except as described in this Schedule 13D, the Reporting Person does not have any present plans or proposals that relate to or would result in any of the actions described in Item 4 of this Schedule 13D, although, the Reporting Person, at any time and from time to time, may review, reconsider and change their position and/or purpose and/or develop such plans and may from time to time consider pursuing or proposing such matters with advisors, the Issuer or other persons.

**Item 5. Interest in Securities of the Issuer**

(a) The information set forth in the cover pages of this Schedule 13D is hereby incorporated by reference into this Item 5.

As of the date hereof the Reporting Persons may be deemed to beneficially own an aggregate of 8,208,515 shares of the Issuer's Class A Common Stock, representing 5.2% of the outstanding shares of Class A Common Stock, based on 157,550,036 shares of Class A Common Stock of the Issuer outstanding as of August 7, 2024, as reflected in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2024. The beneficial ownership reported herein consists of 3,798,501 shares (including 197,000 call options exercisable for shares of Class A common stock on a one-for-one basis) held by Funds and 4,410,014 shares held by SMAs they manage.

(b) See Item 5(a) above.

(c) Except as set forth on Schedule A attached hereto, none of the Reporting Persons has effected any transaction in Class A Common Stock in the past 60 days.

(d) To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, or the partners, members, affiliates or shareholders of the Reporting Persons or the private funds and/or SMAs they manage, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock reported herein as beneficially owned by the Reporting Persons.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

The information set forth in Items 2 and 5 of the Schedule 13D is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits.**

Exhibit No.	Description
A-1	Schedule A
1	Joint Filing Agreement

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Stoic Point Capital Management LLC**

**Signature:** /s/ Rajiv P. Shah  
**Name/Title:** Rajiv P. Shah, Managing Member  
**Date:** 01/30/2025

**Rajiv P. Shah**

**Signature:** /s/ Rajiv P. Shah  
**Name/Title:** Rajiv P. Shah  
**Date:** 01/30/2025

**Cullen J. Rose**

**Signature:** /s/ Cullen J. Rose  
**Name/Title:** Cullen J. Rose  
**Date:** 01/30/2025