

# FORM 4

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

OMB APPROVAL  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * <b>Sullivan Mark J.</b>  <small>(Last) (First) (Middle)</small> <b>C/O EVOLV TECHNOLOGIES HOLDINGS, INC</b> <b>., 500 TOTTEN POND ROAD, 4TH FLOOR</b>  <small>(Street)</small> <b>WALTHAM, MA 02451</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>Evolv Technologies Holdings, Inc. [EVLV]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>07/16/2021</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 1.01	07/16/2021		A		37,784	(1)	(2)	07/08/2024	Class A Common Stock	37,784	(1)	37,784	D	
Stock Option (Right to Buy)	\$ 0.24	07/16/2021		A		75,567	(1)	(3)	01/24/2028	Class A Common Stock	75,567	(1)	75,567	D	
Stock Option (Right to Buy)	\$ 0.42	07/16/2021		A		37,784	(1)	(4)	08/17/2030	Class A Common Stock	37,784	(1)	37,784	D	
Stock Option (Right to Buy)	\$ 0.42	07/16/2021		A		167,567	(1)	(5)	01/12/2031	Class A Common Stock	167,567	(1)	167,567	D	
Performance Rights	(6)	07/16/2021		A		36,814	(1)	(6)	(6)	Class A Common Stock	36,814	(6)	36,814	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Mark J. C/O EVOLV TECHNOLOGIES HOLDINGS, INC . 500 TOTTEN POND ROAD, 4TH FLOOR WALTHAM, MA 02451	X			

## Signatures

/s/ Peter Faubert, Attorney-in-fact for Mark Sullivan		07/20/2021
Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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 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

(1) Agreement and Plan of Merger dated March 5, 2021, by and among Old Evolv, NewHold Investments Corp. (the predecessor to Issuer) 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").

(2) The option is fully vested and exercisable.

(3) The option vests and becomes exercisable as to 25% of the shares on January 25, 2019, and in 36 equal monthly installments thereafter.

(4) The option vests and becomes exercisable as to 25% of the shares on January 1, 2021, and in 36 equal monthly installments thereafter.

(5) The option vests in 48 equal monthly installments and may be exercised as to the vested portions commencing on January 13, 2022.

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

(6) 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.

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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