

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

July 15, 2021
Date of Report (Date of earliest event reported)

Evolv Technologies Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation)

001-39417
(Commission File Number)

84-4473840
(I.R.S. Employer
Identification No.)

500 Totten Pond Road, 4th Floor
Waltham, Massachusetts
(Address of Principal Executive Offices)

(781) 374-8100

02451
(Zip Code)

Registrant's telephone number, including area code:

NewHold Investment Corp.
12141 Wickchester Ln., Suite 325
Houston, Texas 77079

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	EVLV	The Nasdaq Stock Market LLC
Warrants	EVLVW	The Nasdaq Stock Market LLC
Units	EVLVU	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submissions of Matters to a Vote of Security Holders

As previously reported, on March 5, 2021, NewHold Investment Corp. (the "Company") entered into an Agreement and Plan of Merger merger agreement (as amended, the "Merger Agreement"), which provided for a business combination between NHIC Sub Inc., a Delaware corporation and a wholly owned subsidiary of the Company, and Evolv Technologies, Inc., a Delaware corporation ("Evolv") with Evolv surviving the merger as a wholly owned subsidiary of the Company. In addition, in connection with the consummation of the business combination, the Company was renamed to "Evolv Technologies Holdings, Inc."

On July 15, 2021 at 8:00 a.m., New York time, the Company held a special meeting of its stockholders (the "Meeting") at which the Company's stockholders voted on the following proposals, as set forth below, each of which is described in detail in the definitive proxy statement/prospectus (the "Proxy Statement") filed with the Securities and Exchange Commission (the "SEC") on June 28, 2021, which was first mailed by the Company to its stockholders on or about June 28, 2021.

As of June 10, 2021, the record date for the Meeting, there were 21,562,500 shares of common stock issued and outstanding and entitled to vote. There were 16,727,474 shares presented in person or represented by proxy at the Meeting. The final voting results for each proposal submitted to the stockholders of the Company at the Meeting are included below.

Each of the proposals described below was approved by the Company's stockholders.

PROPOSAL 1:

The Business Combination Proposal To approve and adopt upon a proposal to approve the transactions contemplated under the Merger Agreement, dated as of March 5, 2021, as amended by that certain First Amendment to Agreement and Plan of Merger dated June 5, 2021 (as amended, the “Merger Agreement”), by and among the Company, NHIC Sub Inc., a Delaware corporation and wholly-owned subsidiary of NHIC (“Merger Sub”) and Evolv Technologies, Inc., a Delaware corporation (“Evolv”), (the “Business Combination”), a copy of which was attached to the proxy statement/prospectus as Annex A. This proposal is referred to as the “Business Combination Proposal” or “Proposal 1.”

For	Against	Abstain
14,830,187	1,896,697	590

PROPOSAL 2:

The Charter Approval Proposal -To approve and adopt a proposal to approve the Amended and Restated Certificate of Incorporation of the Company, a copy of which was attached to the proxy statement/prospectus as Annex B (the “Amended Charter”) to, among other things, change the Company’s name to “Evolv Technologies Holdings, Inc.,” amend certain provisions related to authorized capital stock, the required vote to amend the charter and bylaws, and director removal, and to divide the board of directors into three classes, with one class of directors being elected in each year and each class (except for those directors appointed to our first annual meeting of stockholders) serving a three-year term, in each case, to be effective upon the consummation of the Business Combination. This proposal is referred to as the “Charter Approval Proposal” or “Proposal 2.”

For	Against	Abstain
14,838,871	1,887,333	1,270

PROPOSAL 3:

The Stock Plan Proposal -To consider and vote upon a proposal to approve the Evolv Technologies Holdings, Inc. 2021 Incentive Award Plan (the “Incentive Award Plan”), a copy of which was attached to the proxy statement/prospectus as Annex C, to be effective upon the consummation of the Business Combination. This proposal is referred to as the “Stock Plan Proposal” or “Proposal 3.”

For	Against	Abstain
14,220,663	2,500,730	6,081

PROPOSAL 4:

The ESPP Proposal -To consider and vote upon a proposal to approve the Evolv Technologies Holdings, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”), a copy of which was attached to the proxy statement/prospectus as Annex D, to be effective upon consummation of the Business Combination. This proposal is referred to as the “ESPP Proposal” or “Proposal 4.”

For	Against	Abstain
14,019,783	2,696,986	10,705

PROPOSAL 5:

The Nasdaq Proposal -To consider and vote upon a proposal to approve: (i) for purposes of complying with Nasdaq Listing Rule 5635 (a) and (b), the issuance of more than 20% of the issued and outstanding shares of the Company’s common stock and the resulting change in control in connection with the Business Combination and (ii) for purposes of complying with Nasdaq Listing Rule 5635(d), the issuance of more than 20% of the common stock in connection with the PIPE Investment upon the consummation of the Business Combination. This proposal is referred to as the “Nasdaq Proposal” or “Proposal 5.”

For	Against	Abstain
14,827,285	1,899,146	1,043

Item 8.01. Other Events

On July 15, 2021, the Company issued a press release announcing that its stockholders had voted to approve all of the proposals at the Meeting. A copy of the press release is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits:

Exhibit No.	Description
99.1	Press Release Dated July 15, 2021

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 hereunto duly authorized.

Dated: July 21, 2021

EVOLV TECHNOLOGIES HOLDINGS, INC.

By: /s/ Peter George

Name: Peter George

Title: Chief Executive Officer

July 15, 2021



NewHold Investment Corp. Shareholders Approve Business Combination with Evolv Technology

WALTHAM, Mass. & NEW YORK--(BUSINESS WIRE)-- NewHold Investment Corp. (NASDAQ: NHIC, "NewHold"), a publicly traded special purpose acquisition company, announced that its shareholders have approved all proposals related to the previously announced business combination (the "Business Combination") with Evolv Technologies, Inc. ("Evolv Technology" or "Evolv") at its Extraordinary General Meeting held today, Thursday, July 15, 2021.

Approximately 89% of the votes cast at the meeting on the Business Combination proposal, representing approximately 69% of NewHold's outstanding shares, voted to approve the combination with Evolv. NewHold shareholders also voted overwhelmingly to approve the other proposals at the Special Meeting.

The formal results of the vote will be included on a Form 8-K to be filed with the U.S. Securities and Exchange Commission.

The closing of the Business Combination is anticipated to occur on or about Friday July 16, 2021. Following the closing, the combined company will operate as Evolv Technologies Holdings, Inc., and its shares of common stock and warrants are expected to trade on the Nasdaq Stock Market LLC under the symbols "EVLV" and "EVLVW," respectively beginning on or about Monday, July 19, 2021.

About Evolv Technology

Evolv Technology is the world's leading provider of AI-based touchless security screening systems that enhance safety without sacrificing the visitor, student and employee experience. Built on top of its Evolv Cortex AI™ software platform, the company provides an array of AI- based touchless screening technologies for weapons detection, identity verification and health-related threats. Led by a team of security industry leaders with a track record for delivering first-to-market products, Evolv's investors include Florida Governor Jeb Bush's firm, Finback Investment Partners, DCVC, General Catalyst Partners, Lux Capital, SineWave Ventures, Motorola Solutions and STANLEY Ventures. The company's strategic channel partners include Motorola Solutions, STANLEY Security and Johnson Controls. Evolv Express® has earned industry accolades such as the 2020 Edison Awards™, two Campus Safety 2020 BEST Awards, Campus Security & Life Safety magazine's Secure Campus 2020 Awards and Best Places to Work by Inc. Magazine and Built in Boston.

Evolv Technology, Evolv Express®, Evolv Insights™, and Evolv Cortex AI™ are registered trademarks or trademarks of Evolv Technologies, Inc. in the United States and other jurisdictions.

For more information, visit <https://evolvtechnology.com>.

About NewHold Investment Corp.

NewHold Investment Corp. is a blank check company formed in 2020 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. While the Company may pursue a business combination target in any business or industry, it focuses on identifying businesses in the industrial technology sector. For more information visit <https://nhicspac.com>.

IMPORTANT LEGAL INFORMATION

Forward-Looking Statements

This document contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed transaction between NewHold Investment Corp. ("NewHold") and Evolv Technologies, Inc. ("Evolv"). These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward -looking statements in this document, including but not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect the price of NewHold's securities, (ii) the failure to satisfy the conditions to the consummation of the transaction, including the adoption of the Agreement and Plan of Merger, dated as of March 5, 2021 (the "Merger Agreement"), by and among NewHold, Evolv and NHIC Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of NewHold, by the stockholders of NewHold, the satisfaction of the minimum trust account amount following redemptions by NewHold's public stockholders and the receipt of certain governmental and regulatory approvals, (iv) the lack of a third party valuation in determining whether or not to pursue the transaction, (v) the inability to complete the PIPE investment in connection with the transaction, (vi) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, (vii) the effect of the announcement or pendency of the transaction on Evolv Aviation's business relationships, operating results and business generally, (viii) risks that the proposed transaction disrupts current plans and operations of Evolv and potential difficulties in Evolv employee retention as a result of the transaction, (ix) the outcome of any legal proceedings that may be instituted against Evolv or against NewHold related to the Merger Agreement or the transaction, (x) the ability to maintain the listing of NewHold's securities on a national securities exchange, (xi) the price of NewHold's securities may be volatile due to a variety of factors, including changes in the competitive and highly regulated industries in which NewHold plans to operate or Evolv operates, variations in operating performance across competitors, changes in laws and regulations affecting NewHold's or Evolv's business and changes in the combined capital structure, (xii) the ability to implement business plans, forecasts, and other expectations after the completion of the transaction, and identify and realize additional opportunities, and (xiii) the risk of downturns and a changing regulatory landscape in Evolv's highly competitive industry. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of NewHold's registration on Form S-1 (File No. 333-239822), the registration statement on Form S-4 discussed above and other documents filed by NewHold from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward -looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and except as required by law NewHold and Evolv assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither NewHold nor Evolv gives any assurance that either NewHold or Evolv or the combined company will achieve its expectations.

<https://www.businesswire.com/news/home/20210715005936/en/>

For Evolv Technology:

Investor Contact:
Michael Bowen and Ryan Gardella
EvolvIR@icrinc.com

Media Contact:
Jed Hamilton
EvolvPR@icrinc.com

For NewHold Investment Corp.:

Investor & Media Contact:
Amanda Tarplin
amanda@tarplinconsulting.com

Source: NewHold Investment Corp.
