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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Charlton Kevin M.</u> <hr/> (Last) (First) (Middle) <u>C/O EVOLV TECHNOLOGIES HOLDINGS, INC.</u> <u>500 TOTTEN POND ROAD, 4TH FLOOR</u> <hr/> (Street) <u>WALTHAM MA 02451</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Evolv Technologies Holdings, Inc. [EVLV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Put Option (obligation to buy)	(1)(2)	08/22/2024		J ⁽¹⁾⁽²⁾			215,800	(1)(2)	07/16/2026	Class A Common Stock	215,800	(1)(2)	215,800	D	

Explanation of Responses:

1. On August 22, 2024, the Reporting Person entered into an amended and restated secured promissory note (the "Note") with NewHold Enterprises LLC (the "Borrower"), which amended and restated the terms of a secured promissory note issued by the Borrower to the Reporting Person on April 20, 2022, pursuant to which the Reporting Person loaned the Borrower \$300,000. The Borrower has agreed to satisfy its repayment obligations under the Note by delivering to the Reporting Person 215,800 shares of Class A Common Stock on July 16, 2026, or earlier in the event of a Change of Control (as defined in the Letter Agreement referenced below), all of which shares are currently unvested.

2. The Borrower also has the option to prepay the Note in cash at any time after February 28, 2025. In the event the shares of Class A Common Stock to be delivered by the Borrower under the Note have not vested on or prior to July 16, 2026 in accordance with the terms of that certain Letter Agreement, dated March 5, 2021, by and among NewHold Industrial Technology Holdings LLC, Evolv Technologies, Inc., NewHold Investment Corp. and certain other parties thereto, the Borrower's obligations under the Note, including without limitation its repayment obligations, shall automatically terminate and the Note shall have no further force or effect.

/s/ Kevin Charlton 08/26/2024

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.