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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT  
TO  
§ 240.13d-2**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

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**Evolv Technologies Holdings, Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**30049H102**  
(CUSIP Number)

**December 31, 2023**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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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1.	Names of Reporting Persons General Catalyst Group Management Holdings GP, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,796,148
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,796,148
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,796,148	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 7.1%	
12.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons General Catalyst Group Management Holdings, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,796,148
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,796,148
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,796,148	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 7.1%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons General Catalyst Group Management, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,796,148
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,796,148
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,796,148	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 7.1%	
12.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons General Catalyst GP V, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,796,148
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,796,148
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,796,148	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 7.1%	
12.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons General Catalyst Partners V, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,796,148
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,796,148
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,796,148	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 7.1%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons General Catalyst Group V, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,796,148
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,796,148
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,796,148	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 7.1%	
12.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons GC Entrepreneurs Fund V, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,796,148
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,796,148
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,796,148	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 7.1%	
12.	Type of Reporting Person (See Instructions) PN	



1.	Names of Reporting Persons General Catalyst Group V Supplemental, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 10,796,148
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 10,796,148
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,796,148	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 7.1%	
12.	Type of Reporting Person (See Instructions) PN	

Item 1. (a) Name of Issuer: Evolv Technologies Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices:

500 Totten Pond Road, 4th Floor, Waltham, Massachusetts 02451

Item 2.

(a) Name of Person Filing:

This joint statement on Schedule 13G is being filed by General Catalyst Group Management Holdings GP, LLC, a Delaware limited liability company ("GCGMH LLC"), General Catalyst Group Management Holdings, L.P., a Delaware limited partnership ("GCGMH"), General Catalyst Group Management, LLC, a Delaware limited liability company ("GCGM"), General Catalyst Group V, L.P., a Delaware limited partnership ("GC V"), GC Entrepreneurs Fund V, L.P., a Delaware limited partnership ("E Fund V"), General Catalyst Partners V, L.P., a Delaware limited partnership ("GC V GPLP"), General Catalyst GP V, LLC, a Delaware limited liability company ("GC V GPLLC"), General Catalyst Group V Supplemental, L.P., a Delaware limited partnership ("GC V Supplemental"), collectively referred to herein as the "Reporting Persons."

GCGMH LLC is the general partner of GCGMH, which is the manager of GCGM, which is the manager of GC V GPLLC. GC V GPLP is the sole general partner of GC V, E Fund V and GC V Supplemental. GC V GPLLC is the sole general partner of GC V GPLP.

Both GCGMH LLC and GC V GPLLC are controlled by a group of three or more individuals, or the Managing Directors, having shared voting and dispositive control over the shares held by GC V, E Fund V and GC V Supplemental. Under the so-called "rule of three," because voting and dispositive decisions are made by a majority of both GCGMH LLC and GC V GPLLC Managing Directors, no one of the Managing Directors is deemed to be a beneficial owner of the Issuer's securities held by GC V, E Fund V and GC V Supplemental.

The Reporting Persons have entered into a Joint Filing Agreement, dated as of the date hereof, a copy of which is filed with this Schedule 13G as Exhibit 1 (which is incorporated herein by reference), pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k) under the Act.

(b) Address of Principal Business Office or, if none, Residence:

20 University Road, 4th Floor, Cambridge, MA 02138

(c) Citizenship:

Each of GCGMH, GC V, E Fund V, GC V Supplemental and GC V GPLP is a limited partnership organized under the laws of the State of Delaware. Each of GCGMH LLC, GCGM and GC V GPLLC is a limited liability company organized under the laws of the State of Delaware.

(d) Title of Class of Securities:

Class A Common Stock, par value \$0.0001 per share.

(e) CUSIP Number:

30049H102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

## (a) Amount beneficially owned:

GC V is the record owner of 10,348,503 shares, E Fund V is the record owner of 220,748 shares and GC V Supplemental is the record owner of 226,897 shares (together, the "Record Shares").

As the general partner of GCGMH, GCGMH LLC may be deemed to beneficially own the Record Shares. As the sole general partner of GC V, E Fund V and GC V Supplemental, GC V GPLP may be deemed to beneficially own the Record Shares. As the sole general partner of GC V GPLP, GC V GPLLC may be deemed to beneficially own the Record Shares. By virtue of their relationship as affiliated entities who have overlapping general partners and managing directors, each Reporting Person may be deemed to share the power and direct the disposition and vote of the Record Shares.

Both GCGMH LLC and GC V GPLLC are controlled by a group of three or more individuals, or the Managing Directors, having shared voting and dispositive control over the shares held by GC V, E Fund V and GC V Supplemental. Under the so-called "rule of three," because voting and dispositive decisions are made by a majority of both GCGMH LLC and GC V GPLLC Managing Directors, no one of the Managing Directors is deemed to be a beneficial owner of the Issuer's securities held by GC V, E Fund V and GC V Supplemental.

## (b) Percent of class:

See Line 11 of cover sheets. The percentages set forth on the cover sheets for each Reporting Person are calculated based on 151,134,622 shares of Class A Common Stock reported to be outstanding by the Issuer as of November 8, 2023, as listed on the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2023.

## (c) Number of shares as to which the person has:

## (i) Sole power to vote or to direct the vote

See Line 5 of cover sheets.

## (ii) Shared power to vote or to direct the vote

See Line 6 of cover sheets.

## (iii) Sole power to dispose or to direct the disposition of

See Line 7 of cover sheets.

## (iv) Shared power to dispose or to direct the disposition of

See Line 8 of cover sheets.

Each of the Reporting Persons disclaims beneficial ownership of such shares of Class A Common Stock except to the extent of its or his pecuniary interest therein, if any.

## Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

## Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

## Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit 2 for members of the group.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable. This statement on Schedule 13G is not filed pursuant to §240.13d-1(b) or §240.13d-1(c).

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding joint filing of Schedule 13G.

Exhibit 2 – Members of the Group.

**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.

Dated: February 14, 2024

GENERAL CATALYST GROUP MANAGEMENT HOLDINGS GP, LLC

By: GENERAL CATALYST GROUP MANAGEMENT HOLDINGS, L.P.  
its General Partner

By: GENERAL CATALYST GROUP MANAGEMENT, LLC  
Its General Partner

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

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GENERAL CATALYST GROUP MANAGEMENT HOLDINGS, L.P.

By: GENERAL CATALYST GROUP MANAGEMENT, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

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GENERAL CATALYST GROUP MANAGEMENT, LLC

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

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GENERAL CATALYST GROUP V, L.P.

By: GENERAL CATALYST PARTNERS V, L.P.  
its General Partner

By: GENERAL CATALYST GP V, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

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GC ENTREPRENEURS FUND V, L.P.

By: GENERAL CATALYST PARTNERS V, L.P.  
its General Partner

By: GENERAL CATALYST GP V, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

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GENERAL CATALYST PARTNERS V, L.P.

By: GENERAL CATALYST GP V, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

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GENERAL CATALYST GROUP V SUPPLEMENTAL, L.P.

By: GENERAL CATALYST PARTNERS V, L.P.  
its General Partner

By: GENERAL CATALYST GP V, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

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GENERAL CATALYST GP V, LLC

By: /s/ Christopher McCain  
Christopher McCain Chief  
Legal Officer

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**Joint Filing Agreement**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Evolv Technologies Holdings, Inc.

EXECUTED this 14th day of February, 2024.

GENERAL CATALYST GROUP V, L.P.

By: GENERAL CATALYST PARTNERS V, L.P.  
its General Partner

By: GENERAL CATALYST GP V, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

GC ENTREPRENEURS FUND V, L.P.

By: GENERAL CATALYST PARTNERS V, L.P.  
its General Partner

By: GENERAL CATALYST GP V, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain  
Chief Legal Officer

GENERAL CATALYST PARTNERS V, L.P.

By: GENERAL CATALYST GP V, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain Chief  
Legal Officer

GENERAL CATALYST GROUP V SUPPLEMENTAL, L.P.

By: GENERAL CATALYST PARTNERS V, L.P.  
its General Partner

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By: GENERAL CATALYST GP V, LLC  
its General Partner

By: /s/ Christopher McCain  
Christopher McCain Chief  
Legal Officer

GENERAL CATALYST GP V, LLC

By: /s/ Christopher McCain  
Christopher McCain Chief  
Legal Officer



Members of the Group

General Catalyst Group V, L.P.

GC Entrepreneurs Fund V, L.P.