

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Charlton Kevin M.		2. Issuer Name and Ticker or Trading Symbol Evolv Technologies Holdings, Inc. [EVLV]		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)	
(Last) (First) (Middle) 950 MCCARTY STREET, BUILDING A		3. Date of Earliest Transaction (Month/Day/Year) 07/16/2021			
(Street) HOUSTON, TX 77029		4. If Amendment, Date Original Filed (Month/Day/Year)		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	
(City) (State) (Zip)		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			
Class A Common Stock	07/16/2021		C ⁽⁵⁾		2,318,200	A	\$ 0	2,318,200	I	See Footnote (3)
Class A Common Stock	07/20/2021		J ⁽⁶⁾		2,318,200	D	\$ 0	0	I	See Footnote (3)
Class A Common Stock	07/16/2021		C ⁽⁵⁾		135,000	A	\$ 0	135,000	D	

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				
Class B Common Stock	\$ 0	07/16/2021		J ⁽¹⁾		172,500		(2)	(2)	Class A Common Stock	172,500	\$ 0	2,697,500	I	See Footnote (3)
Class B Common Stock	\$ 0	07/16/2021		G ⁽⁴⁾		379,300		(2)	(2)	Class A Common Stock	379,300	\$ 0	2,318,200	I	See Footnote (3)
Class B Common Stock	\$ 0	07/16/2021		C ⁽⁵⁾		2,318,200		(2)	(2)	Class A Common Stock	2,318,200	\$ 0	0	I	See Footnote (3)
Class B Common Stock	\$ 0	07/16/2021		C ⁽⁵⁾		135,000		(2)	(2)	Class A Common Stock	135,000	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Charlton Kevin M. 950 MCCARTY STREET, BUILDING A HOUSTON, TX 77029	X			

Signatures

/s/ Kevin Charlton	07/20/2021
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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).

(1) Forfeiture of Class B Common Stock from stockholder in registrant to NewHold Industrial Technology Holdings LLC for no consideration

As described in the registrant's registration statement on Form S-1 (File No. 333-239822) under the heading "Description of Securities - Founder Shares," the shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the registrant's initial business combination on a one-for-one basis, subject to certain adjustments described therein and have no expiration date.

The securities reported herein are directly held by NewHold Industrial Technology Holdings LLC. As of July 16, 2021, Kevin Charlton, Charles Goldman, and Marc Saointz were the managers of NewHold Industrial Technology Holdings LLC. The reporting person disclaims any pecuniary interest in the securities reported herein except to the extent of the reporting person's beneficial interest in NewHold Industrial Technology Holdings LLC.

(4) Gift to Public Benefit Company for no consideration.

(5) Conversion of Class B Common Stock to Class A Common Stock in connection with closing of registrant's initial business combination.

(6) The reporting person resigned from his position as manager of NewHold Industrial Technology Holdings LLC as of July 20, 2021.

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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