SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person *

Chitkara Anil

(Last)	(First)	(Middle)

C/O EVOLV TECHNOLOGIES HOLDINGS, INC.
500 TOTTEN POND ROAD, 4TH FLOOR

(Street)

WALTHAM	MA	02451

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Evolv Technologies Holdings, Inc. [EVLV]

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Founder & Chief Growth Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
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			
Class A Common Stock	01/01/2023		A		2,500[(1)]	A	$0	1,098,935	D	

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	Amount or Number of Shares				
Restricted Stock Units	[(1)]	01/01/2023		A		2,500[(1)]		[(1)]	[(1)]	Class A Common Stock	2,500	$0	2,500	D	

Explanation of Responses:

1. On March 31, 2022, the reporting person was granted 5,000 performance-based restricted stock units ("RSUs"). 50% of the performance-based RSUs vested on January 1, 2023 based on achieving an annual bookings goal for the fiscal year ended December 31, 2022. The remaining RSUs will vest on January 1, 2024, subject to the reporting person's continued employment through such vesting date. Each RSU represents a contingent right to receive one share of Class A Common Stock and has no expiration date.

Remarks:

/s/ Eric Pyenson, Attorney-in-fact for Anil Chitkara — 01/04/2023

** Signature of Reporting Person   Date