FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number: 3235-028								
Estimated average burden								
hours per response:	0.5							

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

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

Name and Address of Reporting Person* Chitkara Anil					2. Issuer Name and Ticker or Trading Symbol Evolv Technologies Holdings, Inc. [EVLV]									Relationship of Reporting Person(s (Check all applicable) Director			10% Owner	
(Last) C/O EVOLV	(First)	(M OGIES HOLDI	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/01/2023								X	Officer (g below) Founder	•		Other (s below) owth Office	. ,
500 TOTTEN POND ROAD, 4TH FLOOR				4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street) WALTHAM	MA	A 02451												Form filed by More than One Reporting Person				g Person
(City)	(State) (Z	Zip)															
		Т	able I - Nor	n-Deriv	ative \$	Securitie	s Acq	uired, [Disp	osed of	f, or B	Benefic	ially Ow	ned				
1. Title of Security (Instr. 3) 2. Trans Date (Month/					action Day/Year)	Execution if any	2A. Deemed Execution Date, if any (Month/Day/Year)				ties Acquired (A) or d Of (D) (Instr. 3, 4 and 5			5. Amount Securities Beneficially Following I Transaction	ly Owned or li Reported (Ins		lirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount		(A) or (D)	Price	(Instr. 3 and 4)				(
Class A Common Stock 01/0					01/2023		A		2,500)(1)	A	\$ <mark>0</mark>	1,098	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		3A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr.		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)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Coc	le V	(A)	(D)	Date Exercisal		Expiration Date	Title		Amount or Number of Shares		(Instr. 4)	ion(s)		
Restricted Stock Units	(1)	01/01/2023		A		2,500 ⁽¹⁾		(1)		(1)	Com	ss A nmon ock	2,500	\$0	2,500	0	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

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.