

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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.

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* <u>Ellenbogen Michael</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Founder & Chief Innovation Ofc</u>	
(Last) (First) (Middle) <u>C/O EVOLV TECHNOLOGIES, INC.</u> <u>500 TOTTEN POND ROAD, 4TH FLOOR</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2025</u>			
(Street) <u>WALTHAM MA 02451</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	03/01/2025		M		47,765	A	\$0	2,016,065	D	
Class A Common Stock	03/01/2025		M		66,767	A	\$0	2,082,832	D	
Class A Common Stock	03/01/2025		M		57,392	A	\$0	2,140,224	D	
Class A Common Stock	03/03/2025		S		56,263 ⁽¹⁾	D	\$3.3 ⁽²⁾	2,083,961	D	
Class A Common Stock								151,135	I	Held by Family Horizon Trust
Class A Common Stock								2,259,987	I	Held by E Ventures Trust

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	(3)	03/01/2025		M			47,765	(4)	(3)	Class A Common Stock	47,765	\$0	0	D	
Restricted Stock Units	(3)	03/01/2025		M			66,767	(5)	(3)	Class A Common Stock	66,767	\$0	66,787	D	
Restricted Stock Units	(3)	03/01/2025		M			57,392	(6)	(3)	Class A Common Stock	57,392	\$0	114,784	D	
Restricted Stock Units	(3)	03/03/2025		A		151,515		(7)	(3)	Class A Common Stock	151,515	\$0	151,515	D	
Restricted Stock Units	(3)	03/03/2025		A		113,636		(8)	(3)	Class A Common Stock	113,636	\$0	113,636	D	

Explanation of Responses:

1. The sale reported in the Form 4 was effected solely with the intent to cover withholding taxes in connection with the vesting of RSUs.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.27 to \$3.30. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
3. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A common stock. The RSUs have no expiration date.
4. The RSUs vest in three equal annual installments commencing on March 1, 2023.
5. The RSUs vest in three equal annual installments commencing on March 1, 2024.
6. The RSUs vest in three equal annual installments commencing on March 1, 2025.
7. The RSUs vest in three equal tranches on the first, second, and third anniversaries of the grant date, subject to the Reporting Person's continued employment with the Company through each vesting date.

8. The RSUs vest based on the achievement of certain specified Company stock price goals during a three-year performance period, subject to the Reporting Person's continuous employment with the Company through the date that the Board of Directors or Compensation Committee, as applicable, certifies the total number of RSUs earned.

Remarks:

/s/ Rachel Roy, Attorney-in-fact for
Michael Ellenbogen

03/04/2025

** 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.