

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>Shapiro Richard A</u> (Last) (First) (Middle) <u>C/O EVOLV TECHNOLOGIES HOLDINGS, INC.</u> <u>500 TOTTEN POND ROAD, 4TH FLOOR</u> (Street) <u>WALTHAM</u> <u>MA</u> <u>02451</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Evolv Technologies Holdings, Inc. [EVLV]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 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
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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	06/19/2025		M		12,515	A	\$0	22,515	D	
Class A Common Stock								30,000	I	Held by spouse
Class A Common Stock								15,000	I	Held by a trust ⁽¹⁾
Class A Common Stock								7,600	I	Held by spouse in a retirement plan

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	(2)	02/03/2025		A		12,515 ⁽³⁾		(4)	(2)	Class A Common Stock	12,515	\$0	12,515	D	
Restricted Stock Units	(2)	06/19/2025		M			12,515	(4)	(2)	Class A Common Stock	12,515	\$0	0	D	
Restricted Stock Units	(2)	06/20/2025		A		27,050		(5)	(2)	Class A Common Stock	27,050	\$0	27,050	D	

Explanation of Responses:

1. Held by a trust for which the reporting person has voting and dispositive power over the share-based assets of the trust.
2. 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.
3. The RSUs were automatically and effectively made on February 3, 2025, pursuant to Evolv's Non-Employee Director Compensation Policy upon the Reporting Person's appointment to the Board. Due to an administrative error, the issuance and the Form 4 were delayed. The Reporting Person did not sell or otherwise transfer any of these shares prior to this filing.
4. The RSUs vested in full on June 19, 2025.
5. The RSUs will vest in full at the earlier of June 20, 2026 or the day immediately preceding the Issuer's next annual meeting date.

Remarks:

/s/ Rachel Roy, Attorney-in-fact for 06/24/2025
Richard Shapiro

** 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.