
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **February 10, 2026**

Evolv Technologies Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-39417 (Commission File Number)	84-4473840 (IRS Employer Identification No.)
500 Totten Pond Road, 4th Floor Waltham, Massachusetts (Address of principal executive offices)		02451 (Zip Code)

(781) 374-8100
Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	EVLV	The Nasdaq Stock Market
Warrants to purchase one share of Class A common stock	EVLVW	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 10, 2026, Bilal Zuberi tendered his resignation from the Board of Directors (the “Board”) of Evolv Technologies Holdings, Inc. (the “Company”). Mr. Zuberi’s decision to resign from the Board was not due to any disagreement with the Company’s leadership team or Board, but rather to pursue other endeavors.

On February 10, 2026, the Board of Directors (the “Board”) of Evolv Technologies Holdings, Inc. (the “Company”) appointed Henrik Kühl, age 46, to the Company’s Board, effective February 12, 2026, to serve as a Class III director until the Company’s 2027 annual meeting of stockholders. The Board also appointed Mr. Kühl to the Audit Committee. In approving the appointment, the Board concluded that Mr. Kühl satisfies the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, the Nasdaq Stock Market, including those related to audit committee membership, and the Company’s Corporate Governance Guidelines. The Board also determined that Mr. Kühl is an “audit committee financial expert” as that term is defined by applicable Securities and Exchange Commission regulations. There are no arrangements or understandings between Mr. Kühl and any other person pursuant to which he was selected as a director, and there are no related-party transactions involving Mr. Kühl that would require disclosure under Item 404(a) of Regulation S-K. Mr. Kühl will be eligible to receive compensation as a non-employee director pursuant to the Company’s Director Compensation Policy.

Item 7.01 Regulation FD Disclosure.

On February 12, 2026, the Company issued a press release announcing the foregoing, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference. The information contained under Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1), shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated February 12, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Evolv Technologies Holdings, Inc.

Date: February 12, 2026

By: /s/ John Kedzierski

Name: John Kedzierski

Title: Chief Executive Officer



Evolv Technology Announces the Appointment of Henrik Kühl as a New Independent Director

– Long-Time Member of the Board of Directors and Early Venture Capitalist Bilal Zuberi Resigns from Board –

Waltham, Massachusetts – February 12, 2026 – Evolv Technologies Holdings, Inc. (NASDAQ: EVLV), a leading security technology company pioneering AI-based solutions designed to create safer experiences, today announced the appointment of Mr. Henrik Kühl, age 46, to its Board of Directors (“Board”) effective February 12, 2026. Kühl will also serve on the Board’s Audit Committee. The Board affirmatively determined that Kühl is independent and an audit committee financial expert as that term is defined by applicable Securities and Exchange Commission regulations.

Kühl is an accomplished leader with over 25 years of experience in corporate development and strategy. He currently serves as Senior Vice President, Strategy & Corporate Development at Axon (NASDAQ: AXON), a global leader in connected public safety technologies. In this role, Kühl drives strategic growth and innovation, oversees mergers and acquisitions, facilitates minority investments, forms strategic partnerships, and optimizes capital allocation and structure.

Before joining Axon in 2019, Kühl held senior operational and strategy leadership roles at IMAGE Skincare, where he supported global expansion, and spent six years in the investment banking division at Goldman Sachs, advising on M&A, financings, and capital structure. Earlier in his career, he served as Director of Strategic Planning at Herbalife. He earned an MBA in Finance and Marketing from the Kellogg School of Management at Northwestern University and a BA in Economics, Diplomacy & World Affairs from Occidental College.

“We are thrilled to welcome Henrik to the Board,” said Neil Glat, Chair of the Board. “His extensive experience in corporate strategy, M&A and capital allocation—combined with his leadership at connected public safety companies and experience with related technologies—will be invaluable as Evolv advances its mission and long-term growth strategy. We believe that Henrik’s perspective will strengthen our ability to deliver operational excellence and shareholder value.”

On February 10, 2026, Mr. Bilal Zuberi tendered his resignation from the Board. Zuberi was part of the initial cohort of venture capital investors that was instrumental in the Company’s original funding activities and supporting its growth trajectory. Zuberi’s decision to resign from the Board was not due to any disagreement with the Company’s leadership team or Board, but rather to pursue other endeavors.

Glat continued “We extend our deepest gratitude to Bilal for his 13 years of dedicated service to the Company and the Board of Directors. Bilal has been an invaluable partner since the Company’s earliest days. His vision, guidance, and thoughtful perspectives have helped shape Evolv into the Company it is today. We will sincerely miss his tremendous contributions and insights and wish him continued success in his future pursuits.”

About Evolv Technology

Evolv Technologies Holdings, Inc (NASDAQ: EVLV) is designed to transform human security by helping organizations detect potential threats, mitigate risk, and enhance safety using AI-powered security solutions with robust insights, creating efficient and positive security screening experiences for the world's most iconic venues and companies as well as schools, hospitals, and public spaces. Its mission is to transform security to create a safer world to live, work, learn, and play. Evolv has digitally transformed the gateways in many places where people gather by enabling seamless integration combined with powerful analytics and insights. Evolv's advanced systems have scanned more than two billion people since 2019. Evolv has been awarded the U.S. Department of Homeland Security (DHS) SAFETY Act Designation as a Qualified Anti-Terrorism Technology (QATT) as well as the Security Industry Association (SIA) 2024 New Products and Solutions (NPS) Award in the Law Enforcement/Public Safety/Guarding Systems category, as well as Sport Business Journal's (SBJ) 2024 awards for "Best In Fan Experience Technology" and "Best In Sports Technology". Evolv®, Evolv Express®, Evolv Insights®, Evolv Visual Gun Detection™, Evolv eXpedite™, and Evolv Eva™ are registered trademarks or trademarks of Evolv Technologies, Inc. in the United States and other jurisdictions. For more information, visit evolv.com.

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