

Form 144 Filer Information**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 144

Form 144**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933****144: Filer Information**

Filer CIK

0001869206

Filer CCC

XXXXXXXX

Is this a LIVE or TEST Filing?

☒ LIVE ☐ TEST**Submission Contact Information**

Name

Phone

E-Mail Address

144: Issuer Information

Name of Issuer

EVOLV TECHNOLOGIES HOLDINGS, INC.

SEC File Number

001-39417

Address of Issuer

500 Totten Pond Road, 4th Floor
Waltham
MASSACHUSETTS
02451

Phone

7813748100

Name of Person for Whose Account the
Securities are To Be Sold

Michael P. Ellenbogen

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer

Officer

144: Securities Information

Title of the Class of Securities To Be Sold

Class A Common

Name and Address of the Broker

J.P. Morgan Securities LLC
390 Madison Avenue
6th Floor
New York
NY
10017Number of Shares or Other Units To Be
Sold

242235

Aggregate Market Value

2124401

Number of Shares or Other Units
Outstanding

171891467

Approximate Date of Sale

09/15/2025

Name the Securities Exchange

Nasdaq

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class

Class A Common

Date you Acquired

09/15/2025

Nature of Acquisition Transaction

Stock option exercise

Name of Person from Whom Acquired

Issuer

Is this a Gift?



Date Donor Acquired

Amount of Securities Acquired

242235

Date of Payment

09/15/2025

Nature of Payment

Cash

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report



144: Remarks and Signature

Remarks

The sales under this filing are from Cashless Option Exercises that will occur within 3 months from the date of this filing.

Date of Notice

09/15/2025

Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1

06/12/2025

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

/s/ J.P. Morgan Securities LLC as agent and attorney-in-fact for Michael P. Ellenbogen

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)