

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	<input type="text" value="0001869206"/>
Filer CCC	<input type="text" value="XXXXXXXX"/>
Is this a LIVE or TEST Filing?	<input checked="" type="radio"/> LIVE <input type="radio"/> TEST

Submission Contact Information

Name	<input type="text"/>
Phone	<input type="text"/>
E-Mail Address	<input type="text"/>

144: Issuer Information

Name of Issuer	<input type="text" value="EVOLV TECHNOLOGIES HOLDINGS, INC."/>
SEC File Number	<input type="text" value="001-39417"/>
Address of Issuer	<input type="text" value="500 Totten Pond Road, 4th Floor
Waltham
MASSACHUSETTS
02451"/>
Phone	<input type="text" value="7813748100"/>
Name of Person for Whose Account the Securities are To Be Sold	<input type="text" value="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	<input type="text" value="Officer"/>
------------------------	--------------------------------------

144: Securities Information

Title of the Class of Securities To Be Sold	<input type="text" value="Class A Common"/>
Name and Address of the Broker	<input type="text" value="J.P. Morgan Securities LLC
270 Park Avenue Floor 10
6th Floor
New York
NY
10017"/>
Number of Shares or Other Units To Be Sold	<input type="text" value="242235"/>
Aggregate Market Value	<input type="text" value="1671421"/>
Number of Shares or Other Units Outstanding	<input type="text" value="174617589"/>
Approximate Date of Sale	<input type="text" value="12/15/2025"/>
Name the Securities Exchange	<input type="text" value="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	12/15/2025	
Nature of Acquisition Transaction	Stock option exercise	
Name of Person from Whom Acquired	Issuer	
Is this a Gift?	<input type="checkbox"/>	Date Donor Acquired
Amount of Securities Acquired	242235	
Date of Payment	12/15/2025	
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

Name and Address of Seller	Michael P. Ellenbogen 500 Totten Pond Road, 4th Floor Waltham MA 02451
Title of Securities Sold	Common Stock
Date of Sale	09/15/2025
Amount of Securities Sold	80745
Gross Proceeds	682998

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Michael P. Ellenbogen 500 Totten Pond Road, 4th Floor Waltham MA 02451
Title of Securities Sold	Common Stock
Date of Sale	10/15/2025
Amount of Securities Sold	80745
Gross Proceeds	667236

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Michael P. Ellenbogen 500 Totten Pond Road, 4th Floor Waltham MA 02451
Title of Securities Sold	Common Stock
Date of Sale	11/15/2025

Amount of Securities Sold	80745
Gross Proceeds	468224

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	12/15/2025
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)