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

OMB APPR	OVAL
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ner recnonce	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment 1(b).

Print or Type R	1 /																
1. Name and Address of Reporting Person * George Peter Gustav				2. Issuer Name and Ticker or Trading Symbol Evolv Technologies Holdings, Inc. [EVLV]						5. R	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
													X_ Director)
(Last) (First) (Middle) C/O EVOLV TECHNOLOGIES HOLDINGS,			3. Date of Earliest Transaction (Month/Day/Year) 07/16/2021									Chief Executive Officer					
INC., 500 TOTTEN POND ROAD, 4TH FLOOR				07/10/2021													
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)							_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
WALTHAM, MA 02451											I	Form filed by More than One Reporting Person					
(City)		(State)	(Zip)		able I	e I - Non-Derivative Securities Acq				Acquired,	uired, Disposed of, or Beneficially Owned						
1.Title of Security			2. Transaction	2A. Deemed Execution Date, i			3. Transa Code (Instr. 8)			ecurities A			5. Amount of Securities Beneficially				7. Nature
(Instr. 3)	(Instr. 3)		Date (Month/Day/Year							A) or Disposed of (D) nstr. 3, 4 and 5)			Owned Following Transaction(s)			Ownership Form:	of Indirect Beneficial
				(Month/Day/		/Year)							(Instr. 3 and 4)		D		Ownership
										()	A) or		or Indirect				(Instr. 4)
							Code	V	7 An	nount	(D)	Price			Ò	Instr. 4)	
Class A Com	nmon Stock	ζ	07/16/2021				A		633,427	,427 A	Λ.	<u>(1)</u> 633	633,427		I	D	
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Reminder: Repo	ort on a separa	ate line for each clas	s of securities benef	icially or	wned	directly or	indire	¬ *	sons v	ho resp	ond t	o the coll	ection of info	ormation c	ontained in	SEC	1474 (9-02)
								this	form	are not r	equir	ed to resp	ond unless				()
								curr	rentiy	/alid Olvi	IR COI	ntrol num	ber.				
			Table II			Securities A							d				
1. Title of	2.	3. Transaction	3A. Deemed	(<i>e.g.</i> , p	uts, c	Securities A calls, warra 5. Number	nts, o	ptions	s, conve		curitie	es)	d Amount of		9. Number of		
Derivative	Conversion	Date	3A. Deemed Execution Date, if	(e.g., p	uts, c	5. Number Derivative	nts, o	6. Da Expir	s, conve ate Exer ration I	rtible sec rcisable an Date	curitie	7. Title and Underlying	d Amount of g Securities	Derivative	Derivative	Owners	hip of Indir
	Conversion or Exercise Price of		3A. Deemed	(e.g., p	outs, c	5. Number Derivative Securities Acquired (of A) or	6. Da Expir	s, conve	rtible sec rcisable an Date	curitie	7. Title and	d Amount of g Securities		Derivative Securities Beneficially	Owners Form of Derivati	hip f Benefic ive Owners
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	(e.g., p	outs, c	5. Number Derivative Securities Acquired (Disposed of	of A) or f (D)	6. Da Expir	s, conve ate Exer ration I	rtible sec rcisable an Date	curitie	7. Title and Underlying	d Amount of g Securities	Derivative Security	Derivative Securities Beneficially Owned	Owners: Form of Derivati Security	hip of Indir Benefic ive Owners v: (Instr. 4
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Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
George Peter Gustav C/O EVOLV TECHNOLOGIES HOLDINGS, INC. 500 TOTTEN POND ROAD, 4TH FLOOR WALTHAM, MA 02451	X		Chief Executive Officer			

Signatures

/s/ Peter Faubert, Attorney-in-fact for Peter George	07/20/2021
-*Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- The Reporting Person acquired these securities on July 16, 2021 as consideration and in exchange for the Reporting Person's holdings in Evolv Technologies, Inc. ("Old Evolv") pursuant to an (1) Agreement and Plan of Merger dated March 5, 2021, by and among Old Evolv, NewHold Investments Corp. (the predecessor to Issuer) and NHIC Sub Inc., as amended by that certain First Amendment to Agreement and Plan of Merger dated June 5, 2021 (as so amended, the "Merger Agreement").
- (2) The option vests and becomes exercisable as to 25% of the shares on February 11, 2020 and in 36 equal monthly installments thereafter.
- (3) The option vests and becomes exercisable as to 25% of the shares on January 1, 2021 and in 36 equal monthly installments thereafter.
- (4) The option is fully vested.
- (5) The option vests and becomes exercisable as to 25% of the shares on June 3, 2021 and in 36 equal monthly installments thereafter.
 - Each performance right represents a contingent right to receive one share of the Issuer's Class A common stock. Pursuant to an "Earn Out" provision in the Merger Agreement, the performance rights vest upon the Issuer's Class A Common stock achieving a specified price per share as follows: (i) 1/3 of the shares shall be issued if the closing sale price of Class A common stock equals or exceeds
- (6) \$12.50 per share for any period of 20 trading days out of 30 consecutive trading days prior to March 5, 2026; (ii) 1/3 of the shares shall be issued if the closing sale price of Class A common stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to March 5, 2026; and (iii) 1/3 of the shares shall be issued if the closing sale price of Class A common stock equals or exceeds \$17.50 per share for any period of 20 trading days out of 30 consecutive trading days prior to March 5, 2026.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.