

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* General Catalyst GP V, LLC (Last) (First) (Middle) C/O GENERAL CATALYST PARTNERS, 20 UNIVERSITY ROAD 4TH FLOOR (Street) CAMBRIDGE, MA 02138 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/16/2021	3. Issuer Name and Ticker or Trading Symbol Evolv Technologies Holdings, Inc. [EVLV]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
		5. If Amendment, Date Original Filed(Month/Day/Year)	
6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	12,774,845 (1)	I	By General Catalyst Group V, L.P. (2)
Class A Common Stock	271,865 (1)	I	By GC Entrepreneurs Fund V, L.P. (3)
Class A Common Stock	279,438 (1)	I	By General Catalyst Group V, Supplemental, L.P. (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Rights	(6)	(6)	Class A Common Stock	1,540,903	\$ (6)	I	By General Catalyst Group V, L.P. (2)
Performance Rights	(6)	(6)	Class A Common Stock	32,725	\$ (6)	I	By GC Entrepreneurs Fund IV, L.P. (3)
Performance Rights	(6)	(6)	Class A Common Stock	26,881	\$ (6)	I	By General Catalyst Group V, Supplemental, L.P. (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
General Catalyst GP V, LLC C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR CAMBRIDGE, MA 02138		X		
General Catalyst Group V LP C/O GENERAL CATALYST GROUP MANAGEMENT LL 20 UNIVERSITY ROAD STE 450 CAMBRIDGE, MA 02138		X		

GC Entrepreneurs Fund V, LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR CAMBRIDGE, MA 02138		X		
General Catalyst Group V Supplemental LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR CAMBRIDGE, MA 02138		X		
GC Partners Holdings, LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR CAMBRIDGE, MA 02138		X		
GCGM Investment Holdings, LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR CAMBRIDGE, MA 02138		X		
Fialkow David P C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR CAMBRIDGE, MA 02138		X		
Cutler Joel E C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR CAMBRIDGE, MA 02138		X		
Taneja Hemant C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD 4TH FLOOR CAMBRIDGE, MA 02138		X		

Signatures

General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P., the General Partner for General Catalyst Group V, L.P.; By: /s/ Christopher McCain, Chief Legal Officer		07/20/2021
**Signature of Reporting Person		Date
General Catalyst Partners V, L.P., By: General Catalyst GP V, LLC, its General Partner, By: /s/ Christopher McCain, Chief Legal Officer		07/20/2021
**Signature of Reporting Person		Date
GC Entrepreneurs Fund V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner; By: /s/ Christopher McCain, Chief Legal Officer		07/20/2021
**Signature of Reporting Person		Date
General Catalyst Group V Supplemental, L.P., By: General Catalyst Partners V, L.P., its General Partner, By: General Catalyst GP V, LLC, its General Partner' By: /s/ Christopher McCain, Chief Legal Officer		07/20/2021
**Signature of Reporting Person		Date
GC Partners Holdings, L.P.; By: General Catalyst Group Management Holdings GP, LLC, its General Partner; By: /s/ Christopher McCain, Chief Legal Officer		07/20/2021
**Signature of Reporting Person		Date
GCGM Investment Holdings, L.P., By: General Catalyst Group Management Holdings GP, LLC, its General Partner; By: /s/ Christopher McCain, Chief Legal Officer		07/20/2021
**Signature of Reporting Person		Date
/s/ Christopher McCain, attorney-in-fact for David Fialkow		07/20/2021
**Signature of Reporting Person		Date
/s/ Christopher McCain, attorney-in-fact for Joel Cutler		07/20/2021
**Signature of Reporting Person		Date
/s/ Christopher McCain, attorney-in-fact for Hemant Taneja		07/20/2021

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The Reporting Person acquired a portion of 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 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") and the other portion of these securities on July 16, 2021, pursuant to that certain Noteholders' Consent dated June 21, 2021, by and among the noteholders identified therein, NewHold Investments Corp. and Old Evolv, entered into in connection with the Merger Agreement.

(2) The reported securities are held directly by General Catalyst Group V, L.P. General Catalyst GP V, LLC is the general partner of General Catalyst Partners V, L.P., which is the general partner of General Catalyst Group V, L.P. and GC Entrepreneurs Fund V, L.P. Lawrence Bohn, a member of Issuer's board of directors, Joel Cutler, and David Fialkow are managing directors of General Catalyst GP V, LLC, and, as a result, may be deemed to have voting and dispositive power over the shares held by General Catalyst Group V, L.P. and GC Entrepreneurs Fund V, L.P. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities except to the extent of such person's or entity's pecuniary interest in such securities.

(3) The reported securities are held directly by GC Entrepreneurs Fund V, L.P. General Catalyst GP V, LLC is the general partner of General Catalyst Partners V, L.P., which is the general partner of General Catalyst Group V, L.P. and GC Entrepreneurs Fund V, L.P. Lawrence Bohn, a member of Issuer's board of directors, Joel Cutler, and David Fialkow are managing directors of General Catalyst GP V, LLC, and, as a result, may be deemed to have voting and dispositive power over the shares held by General Catalyst Group V, L.P. and GC Entrepreneurs Fund V, L.P. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities except to the extent of such person's or entity's pecuniary interest in such securities.

(4) The reported securities are held directly by General Catalyst Group V Supplemental, L.P. General Catalyst GP V, LLC is the general partner of General Catalyst Partners V, L.P., which is the general partner of General Catalyst Group V, L.P., GC Entrepreneurs Fund V, L.P. and General Catalyst Group V Supplemental, L.P. Lawrence Bohn, a member of Issuer's board of directors, Joel Cutler, and David Fialkow are managing directors of General Catalyst GP V, LLC, and, as a result, may be deemed to have voting and dispositive power over the shares held by General Catalyst Group V, L.P., GC Entrepreneurs Fund V, L.P., and General Catalyst Group V Supplemental, L.P. GCGM Investment Holdings, L.P. is a limited partner of General Catalyst Partners V, L.P. with a pecuniary interest in the reported securities.

(5) (Continued from Footnote 5) GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported securities. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities except to the extent of such person's or entity's pecuniary interest in such securities

(6) 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 \$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.