FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Table I - Non-Derivative Securities Acquired Date (Month/Day/Year)  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 4)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following Reported Transaction(S) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)  6. Ownership Form: Direct (D) or Indirect (Month/Day/Year)  7. Title of Derivative Securities  8. Indicate Price of Direct (D) (Instr. 4)  8. Price of Derivative Security (Instr. 3)  8. Price of Derivative Security (Instr. 4)  9. Ownership Form: Direct (D) (Indirect (Indirect) (Instr. 4)  9. Ownership Form: Direct (D) (Instr. 4)	1. Name and Address of Reporting Person*  Chitkara Anil  (Last) (First) (Middle)  C/O EVOLV TECHNOLOGIES HOLDINGS, INC. 500 TOTTEN POND ROAD, 4TH FLOOR  (Street)  WALTHAM MA 02451						2. Issuer Name and Ticker or Trading Symbol     Evolv Technologies Holdings, Inc. [ EVLV ]      3. Date of Earliest Transaction (Month/Day/Year)     03/01/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)									eporting Person(s) to Issuer e)  10% Owner Other (specify below) or & Chief Growth Officer  t/Group Filing (Check Applicable Line) d by One Reporting Person d by More than One Reporting Person			epecify er able Line)
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Instr. 4)  (Month/Day/Year)  (Month/Day/	(City)	(City) (State) (Zip)  Table I. Non Derivative Securities Acquired Disposed of or Repolicially Owned																	
Class A Common Stock  O3/01/2023  M 47,750 A \$0 1,145,722 D  Class A Common Stock  O3/02/2023  S 14,249(1) D \$2.92 1,131,473 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities  Conversion or Exercise Price of Derivative Security (Instr. 3)  Amount (A) or (D) Price ((Instr. 3 and 4)  M 47,750 A \$0 1,145,722 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities  Conversion or Exercise Price of Derivative Securities  (Month/Day/Year)  Amount or Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Derivative Securities (Instr. 5)  Amount or Number of Derivative Securities (Instr. 5)  Amount or Number of Onlowing Reported Transaction(s) (Instr. 4)  Ownership Form: Date (Instr. 4)  Ownership Form: Date (Instr. 3 and 4)  Ownership Form: Date (Instr. 3 and 4)  Ownership Form: Date (Instr. 3 and 4)  Ownership Form: Date (Instr. 5)  Ownership Form: Date (Instr. 4)  Ownership Form: Date (Instr. 5)  Ownership Form: Date (Instr. 4)  Ownership Form: Date (Instr. 4)  Ownership Form: Date (Instr. 5)  Ownership Form: Date (Instr. 4)  Ownership Form: Date (Instr. 5)  Ownership Form: Date (Instr. 5)  Ownership Form: Date (Instr. 4)  Ownership Form: Date (Instr. 5)  Ownership Form: Date (Instr. 5)	1. Title of Security (Instr. 3)  2. Trans Date					nnsaction th/Day/Year)		2A. Deemed Execution Date, if any		3. 4. Transaction Code (Instr.		4. Securities Acquired (A) or			5. Amount Securities Beneficial Following		Form: or Ind	Direct (D)	7. Nature of Indirect Beneficial Ownership
Class A Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  Number of Derivative Security (Instr. 8)  2. Conversion or Exercise Price of Operivative Security (Instr. 8)  Code V (A) (D) Date Exercisable and Security (Instr. 3, 4 and 5)  Date (Instr. 4)  Amount or Number of Security (Instr. 5)  Amount or Number of Security (Instr. 5)  Amount or Number of Security (Instr. 4)  Amount or Number of Security (Instr. 5)  Amount or Number of Securities Underlying Derivative Security (Instr. 4)  Code V (A) (D) Date Exercisable Expiration Date (Instr. 4)  Code V (A) (D) Date Exercisable Expiration Date (Instr. 4)  Code V (A) (D) Date Exercisable Expiration Date (Instr. 4)  Class A (Class A)  Class A (Class A)									Code	v	Amount		or	Price					(
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Code (Instr. 8)  2. Code (Instr. 8)  3. Transaction Date Exercisable and Expiration Date (Code (Instr. 8))  4. Transaction Date Expiration Date (Month/Day/Year)  5. Number of Derivative Security (Instr. 3)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Expiration Date (Month/Day/Year)  7. Title and Amount of Securitive Securitive Securitive Securitive Securities Derivative Securities (Instr. 4)  8. Price of Derivative Securities Derivative Securities (Instr. 5)  9. Number of derivative Securities Securities Securities Securities Securities Securities (Instr. 4)  8. Price of Derivative Securities Securities Securities (Instr. 4)  9. Number of derivative Securities (Instr. 4)  8. Price of Derivative Securities Securiti	Class A Common Stock 03/0					01/2023			M		47,75	50	١.	\$ <mark>0</mark>	1,145,722			D	
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/D	Class A Common Stock 03/0				03/02/2	/02/2023					14,24	9 <sup>(1)</sup> I		\$2.92	1,131,473			D	
Derivative Security (Instr. 3)  Amount or Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Poervieted Steak  Proce of Derivative Security  Security  Date (Month/Day/Year)  Date (Expiration Date (Month/Day/Year)  Derivative Security (Instr. 3)  Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Date (Instr. 4)  Poervieted Steak  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 4)  Code (Instr. 4)  Date (Instr. 5)  Date (Instr. 4)  Date (Instr. 4)  Date (Instr. 5)  D																			
Code V (A) (D) Date Expiration Date Title Of Shares  Class A  Class A  Class A	Derivative Security (Instr.	Conversion or Exercise Price of Derivative	Date (Month/Day/Year)	Execution Date if any	e, Transaction Code (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date		.	Securities Underly Derivative Security		lying	Derivative Security	derivative Securities Beneficia Owned Following Reported	e s lly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Restricted Stock (2) 03/01/2023 M 47,750 (3) (2) Common 47,750 \$0 95,516 D	Restricted Stock	(2)				v	(A)	(D)	Exercisab		)ate	Title		or Iumber of Shares	\$0	(Instr. 4)		D	

## Explanation of Responses:

- 1. The sale reported in the Form 4 was effected solely with the intent to cover withholding taxes in connection with the vesting of RSUs.
- 2. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A common stock. The RSUs have no expiration date.
- 3. The RSUs vest in three equal annual installments commencing on March 1, 2023.

## Remarks:

/s/ Eric Pyenson, Attorney-in-fact for Anil Chitkara 03/03/2023

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

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

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 Number.