

# FORM 4

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

OMB APPROVAL  
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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 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* <b>Hennessy Capital Partners IV LLC</b> <small>(Last) (First) (Middle)</small> <b>3415 N. PINES WAY, SUITE 204</b> <small>(Street)</small> <b>WILSON, WY 83014</b> <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>Canoo Inc. [GOEV]</b> 3. Date of Earliest Transaction (Month/Day/Year) <b>12/21/2020</b> 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____ 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/21/2020		p(6)		500,000	A	\$ 10	500,000	I	See Footnote (6)
Class A Common Stock	12/21/2020		M(1)		5,656,820	A	\$ 0 (1)	6,156,820	D (5)	
Class A Common Stock	12/21/2020		J(4)		6,156,820	D	\$ 0 (4)	0	D (5)	

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

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**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	12/21/2020		J(2)			2,347,879	(1)	(1)	Class A Common Stock	2,347,879	\$ 0	3,308,941	D (5)	
Class B Common Stock	(1)	12/21/2020		J(3)			2,347,879	(1)	(1)	Class A Common Stock	2,347,879	\$ 0	5,656,820	D (5)	
Class B Common Stock	(1)	12/21/2020		M(1)			5,656,820	(1)	(1)	Class A Common Stock	5,656,820	\$ 0	0	D (5)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hennessy Capital Partners IV LLC 3415 N. PINES WAY, SUITE 204 WILSON, WY 83014		X		
HENNESSY DANIEL J 3415 N. PINES WAY, SUITE 204 WILSON, WY 83014		X		
Hennessy Capital LLC 3415 N. PINES WAY, SUITE 204 WILSON, WY 83014		X		

## Signatures

/s/ Daniel J. Hennessy, Managing Member of Hennessy Capital Partners IV LLC, as Managing Member of Hennessy Capital LLC		12/23/2020
**Signature of Reporting Person		Date
/s/ Daniel J. Hennessy		12/23/2020
**Signature of Reporting Person		Date
/s/ Daniel J. Hennessy, Managing Member of Hennessy Capital LLC		12/23/2020
**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).

As described in the registrant's registration statement on Form S-1 (File No. 333-229608) under the heading "Description of Securities-Founder Shares," the shares of Class B common stock were automatically convertible into shares of Class A common stock at the time of the registrant's initial business combination on a one-for-one basis, subject to certain adjustments described therein and have no expiration date. In connection with the closing of the registrant's initial business combination, the outstanding shares of Class B common stock were converted into shares of Class A common stock.

- (1) As contemplated by the sponsor warrant exchange and share cancellation agreement (the "Agreement"), dated August 17, 2020, between the registrant and Hennessy Capital Partners IV LLC ("HCP"), 2,347,879 shares of Class B common stock held by HCP were returned to the registrant for no consideration and cancelled.
- (2) As contemplated by the Agreement, HCP exchanged 11,739,394 warrants of the registrant for 2,347,879 shares of the registrant's Class B common stock
- (3) Represents the pro rata distribution of the shares of Class A common stock of the registrant held by HCP and SPV (as defined below) to all of the members of the reporting person or their permitted transferees.

Hennessy Capital LLC is the managing member of HCP. Daniel J. Hennessy is the sole managing member of Hennessy Capital LLC. Consequently, Mr. Hennessy may be deemed the beneficial owner of the shares held by HCP and has sole voting and dispositive control over such securities. Mr. Hennessy disclaims beneficial ownership except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (4) Represents shares of Class A common stock of the registrant purchased by Hennessy Capital SPV II LLC ("SPV") in a private placement in connection with the registrant's initial business combination. Daniel J. Hennessy is the sole managing member of SPV. Consequently, Mr. Hennessy may be deemed the beneficial owner of the shares held by SPV and has sole voting and dispositive control over such securities. Mr. Hennessy disclaims beneficial ownership except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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

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