

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 13D/A**

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)\*

**Canoo Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**13803R 102**

(CUSIP Number)

**AFV PARTNERS SPV-4 LLC  
2126 HAMILTON ROAD, SUITE 260**

**ARGYLE, TX 76226**

**TELEPHONE: 858-774-5879**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**September 21, 2021**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 13803R 102

13D/A

1.	Name of Reporting Persons <b>AFV Partners SPV-4 LLC</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Source of Funds (see instructions) <b>OO</b>	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power <b>0</b>
	8.	Shared Voting Power <b>12,359,387 shares of Common Stock (2)</b>
	9.	Sole Dispositive Power <b>0</b>

	10.	Shared Dispositive Power <b>12,359,387 shares of Common Stock (2)</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>12,359,387 shares of Common Stock (2)</b>	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row 11 <b>5.3% (3)</b>	
14.	Type of Reporting Person (see instructions) <b>OO</b>	

- (1) This Amendment No. 2 to Schedule 13D/A is filed by AFV Partners SPV-4 LLC (“AFV-4”), AFV Management Advisors LLC (“AFV”), AFV Partners LLC (“AFV Partners”) and Tony Aquila (“Mr. Aquila”) (AFV-4, AFV, AFV Partners and Mr. Aquila are herein collectively referred to as the “Reporting Persons”). The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.
- (2) The shares are owned by AFV-4. Mr. Aquila is the managing member of AFV which exercises ultimate voting and investment power with respect to the shares held by AFV-4. Mr. Aquila may be deemed to hold voting and dispositive power with respect to the shares held indirectly by AFV, and held of record by AFV-4.
- (3) The percentage set forth above is calculated based on 237,491,189 shares of the Issuer’s Common Stock outstanding as of August 6, 2021.

CUSIP No. 13803R 102

13D/A

1.	Name of Reporting Persons <b>AFV Management Advisors LLC</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Source of Funds (see instructions) <b>OO</b>	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power <b>0</b>
	8.	Shared Voting Power <b>12,359,387 shares of Common Stock (2)</b>
	9.	Sole Dispositive Power <b>0</b>
	10.	Shared Dispositive Power <b>12,359,387 shares of Common Stock (2)</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>12,359,387 shares of Common Stock (2)</b>	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row 11 <b>5.3% (3)</b>	
14.	Type of Reporting Person (see instructions) <b>OO</b>	

- (1) This Amendment No. 2 to Schedule 13D/A is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.
- (2) The shares are owned by AFV-4. Mr. Aquila is the managing member of AFV which exercises ultimate voting and investment power with respect to the shares held by AFV-4. Mr. Aquila may be deemed to hold voting and dispositive power with respect to the shares held indirectly by AFV, and held of record by AFV-4.
- (3) The percentage set forth above is calculated based on 237,491,189 shares of the Issuer’s Common Stock outstanding as of August 6, 2021.

CUSIP No. 13803R 102

13D/A

1.	Name of Reporting Persons <b>AFV Partners LLC</b>
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)
3.	SEC USE ONLY
4.	Source of Funds (see instructions) <b>OO</b>
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization <b>Delaware</b>
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power <b>0</b>
	8. Shared Voting Power <b>3,600,000 shares of Common Stock (2)</b>
	9. Sole Dispositive Power <b>0</b>
	10. Shared Dispositive Power <b>3,600,000 shares of Common Stock (2)</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>3,600,000 shares of Common Stock (2)</b>
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11 <b>1.5% (3)</b>
14.	Type of Reporting Person (see instructions) <b>OO</b>

- (1) This Amendment No. 2 to Schedule 13D/A is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) Represents options to purchase an aggregate of 3,600,000 shares of the Issuer's Common Stock. The options are owned by AFV Partners. Mr. Aquila is the sole member and manager of AFV Partners. Mr. Aquila may be deemed to hold voting and dispositive power with respect to the options, and the shares to be acquired upon exercise thereof, held by AFV Partners.
- (3) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended, using 237,491,189 shares of the Issuer's Common Stock outstanding as of August 6, 2021, plus 3,600,000 shares of the Issuer's Common Stock to be acquired upon the exercise of options held by AFV Partners.

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13D/A

1.	Name of Reporting Persons <b>Tony Aquila</b>
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)
3.	SEC USE ONLY
4.	Source of Funds (see instructions) <b>OO</b>

5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	<b>United States of America</b>
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power <b>35,000</b>
	8.	Shared Voting Power <b>15,959,387 shares of Common Stock (2)</b>
	9.	Sole Dispositive Power <b>35,000</b>
	10.	Shared Dispositive Power <b>15,959,387 shares of Common Stock (2)</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	<b>15,994,387 shares of Common Stock (2)</b>
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	<b>6.7% (3)</b>
14.	Type of Reporting Person (see instructions)	<b>IN</b>

- (1) This Amendment No. 2 to Schedule 13D/A is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.
- (2) The securities are owned as follows: (i) 12,359,387 shares of the Issuer’s Common Stock by AFV-4, (ii) options to acquire 3,600,000 shares of the Issuer’s Common Stock by AFV Partners, and (iii) 35,000 by Mr. Aquila. Mr. Aquila is the Chairman and Chief Executive Officer of AFV, which exercises ultimate voting and investment power with respect to the shares held by AFV-4, and is the sole member and manager of AFV Partners. Mr. Aquila may be deemed to hold voting and dispositive power with respect to the securities held indirectly by AFV, and held of record by AFV-4, and those held directly by AFV Partners.
- (3) The percentage set forth above is calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended, using the 237,491,189 shares of the Issuer’s Common Stock outstanding as of August 6, 2021, plus 3,600,000 shares of the Issuer’s Common Stock to be acquired upon the exercise of options held by AFV Partners.

The Statement on Schedule 13D originally filed with the Securities and Exchange Commission (the “Commission”) on December 31, 2020, as amended and supplemented by Amendment No. 1 filed with the Commission on May 21, 2021 (the “Statement”), is hereby further amended and supplemented by this Amendment No. 2 to Schedule 13D (the “Amendment”). Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Statement. Except as otherwise provided herein, each Item of the Statement remains unchanged.

Information with respect to each Reporting Person is given solely by such Reporting Person and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person.

#### Item 4. Purpose of Transaction

*Item 4 of the Statement is hereby amended and supplemented by adding the following:*

The information furnished in Item 6 of this Amendment is incorporated into this Item 4 by reference. AFV Partners proposes to acquire the shares of the Issuer’s Common Stock pursuant to the transaction described under Item 6 of this Amendment for investment purposes.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

*Item 6 of the Statement is hereby amended and supplemented by adding the following:*

On September 21, 2021, AFV Partners entered into a non-binding agreement (the “Term Sheet”) with DD Global Holdings Limited and Champ Key Limited (collectively, “DD Global”) with respect to the proposed purchase by an entity affiliated with AFV Partners of 56 million shares of the Issuer’s Common Stock beneficially owned by DD Global. The Term Sheet contains the parties’ agreement as to the basis on which the parties will proceed in the negotiation of definitive agreements and does not constitute a binding and enforceable commitment with respect to the transaction.

Pursuant to the Term Sheet, subject to the negotiation and entry into definitive agreements on or before September 30, 2021, the affiliate of AFV Partners (i) will exercise AFV Partners’ option to purchase 2.4 million shares at a price of \$5.83 per share pursuant to the previously disclosed Option Agreement, dated May 18, 2021, between AFV Partners and DD Global; and (ii) will purchase the remaining 53.6 million shares at \$6.53 per share, which represents a price equal to the 30-day trailing volume weighted average price ending on September 14, 2021 less a 10% discount. The aggregate purchase price for the shares to be sold by DD Global to AFV Partners will be paid concurrently with the execution of definitive agreements.

Pursuant to the Term Sheet, the approximately 23.5 million shares retained by DD Global (which number does not include earnout shares that may be issued to DD Global) and that will not be purchased by AFV Partners will be subject to transfer restrictions (“lockup”) until the earlier of (i) the completion of an equity offering by the Issuer and (ii) the six-month anniversary of the entry into definitive agreements with respect to the purchase, subject to waiver by the Board of Directors of the Issuer. During the lockup period, AFV Partners will have a right of first refusal to purchase any of the shares retained by DD Global at the same price and subject to the same terms and conditions as those set

forth in the Term Sheet. The exercise of the right of first refusal would not require approval of the Board of Directors of the Issuer.

In addition, pursuant to the Term Sheet, DD Global agreed to cease any discussions or negotiations with any person regarding the sale of the shares until September 30, 2021.

The parties anticipate that upon consummation of the proposed purchase (if and when it is consummated), DD Global will satisfy all of the ownership limitations set forth under that certain National Security Agreement, dated December 18, 2020, by and among the Issuer, DD Global and on behalf of the Committee on Foreign Investment in the United States (“CFIUS”), the U.S. Departments of Defense, Justice, and the Treasury as the CFIUS Monitoring Agencies, which requires DD Global to reduce its ownership in the Issuer or transfer all shares of the Issuer’s Common Stock beneficially owned by it to a voting trust, if DD Global owns Issuer shares in excess of certain levels as of certain future dates.

**Item 7. Material to be Filed as Exhibits**

*Item 7 of the Statement is hereby amended and supplemented to add the following exhibit*

A. Agreement regarding filing of joint Schedule 13D, dated September 23, 2021.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 23, 2021

AFV Partners SPV-4 LLC

By: Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact  
Tony Aquila, President and Chief Executive Officer

AFV Management Advisors LLC

By: Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact  
Tony Aquila, Managing Member

AFV Partners LLC

By: Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact  
Tony Aquila, Manager

Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact  
Tony Aquila

**Exhibit A**

**JOINT FILING STATEMENT**

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13D referred to herein) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, par value \$0.0001 per share, of Canoo Inc., a Delaware corporation, and that this Agreement may be included as an exhibit to such joint filing. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

I, the undersigned, hereby express my agreement that the attached Schedule 13D (and any amendments thereto) relating to the Common Stock of Canoo Inc. is filed on behalf of each of the undersigned.

Date: September 23, 2021

AFV Partners SPV-4 LLC

By: Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact  
Tony Aquila, President and Chief Executive Officer

AFV Management Advisors LLC

By: Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact  
Tony Aquila, Managing Member

AFV Partners LLC

By: Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact  
Tony Aquila, Manager

Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact  
Tony Aquila

