

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

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

1. Name and Address of Reporting Person * <u>Aquila Tony</u> (Last) (First) (Middle) C/O CANOO INC. 19951 MARINER AVE (Street) TORRANCE CA 90503 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Canoo Inc. [GOEV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Executive Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock	05/03/2023		A		2,319,552 ⁽¹⁾	A	(1)	58,056,712	I	By LLCs ⁽²⁾⁽³⁾
Common Stock	05/05/2023		A		6,884,682 ⁽⁴⁾	A	(4)	14,278,014	D	

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 Securities Underlying Derivative Security (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: 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				
Warrants to Purchase Common Stock	\$0.8116	05/03/2023		A		2,319,552 ⁽¹⁾		10/07/2023	10/07/2028	Common Stock	2,319,552 ⁽¹⁾	(1)	2,319,552 ⁽¹⁾	I	By LLC ⁽⁵⁾

Explanation of Responses:

- Represents shares and warrants received by I-40 OKC Partners LLC ("I-40 OKC") pursuant to the lease agreement (the "Lease Agreement") entered into between the Issuer and I-40 OKC on April 7, 2023. The securities were issued in respect of rent obligations totaling \$1,505,954 in accordance with the terms of the Lease Agreement.
- (i) 12,509,387 shares of Common Stock are held by AFV Partners SPV-4 LLC, a Delaware limited liability company ("AFV-4"); (ii) 35,273,268 shares of Common Stock are held by AFV Partners SPV-7 LLC, a Delaware limited liability company ("AFV-7"); (iii) 3,450,000 shares of Common Stock held by AFV Partners SPV-7/A LLC, a Delaware limited liability company ("AFV-7/A"); (iv) 4,504,505 shares of Common Stock are held by AFV Partners SPV-10 LLC, a Delaware limited liability company ("AFV 10"); and (v) 2,319,552 shares of Common Stock are held by I-40 OKC, an Oklahoma limited liability company.
- (Continued from footnote 2) AFV Management Advisors LLC, a Delaware limited liability company ("AFV") is the sole manager and controlling member of AFV-4, AFV-7, AFV-7/A and AFV-10. AFV is the sole manager of the ultimate parent entity of I-40 OKC. Mr. Aquila is the managing member of AFV, which exercises ultimate voting and investment power with respect to the shares held by AFV-4, AFV-7, AFV-7/A, AFV-10 and I-40 OKC. The Reporting Person disclaims beneficial ownership of the shares held by AFV 4, AFV 7, AFV-7/A, AFV-10 and I-40 OKC, except to the extent of his pecuniary interest therein.
- Represents 6,884,682 Restricted Stock Units that vest on May 5, 2024, subject to continuous service.
- The warrants are held by I-40 OKC.

/s/ Hector Ruiz, Attorney-in-Fact 05/05/2023

** Signature of Reporting Person Date

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

* 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.