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| 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

|  |  |   |  |
|--|--|---|--|
| 1. Name and Address of Reporting Person *<br><u>Aquila Tony</u><br><br>(Last) (First) (Middle)<br>C/O CANOO INC.<br>19951 MARINER AVE<br><br>(Street)<br>TORRANCE CA 90503<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Canoo Inc. [ GOEV ]</u>  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><u>Executive Chairman and CEO</u> |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/03/2023   |   |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
|  | Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |   |  |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock                    | 05/03/2023                           |  | A                              |   | 2,319,552 <sup>(1)</sup>  | A          | (1)   | 58,056,712  | I  | By LLCs <sup>(2)(3)</sup>                    |
| Common Stock                    | 05/05/2023                           |  | A                              |   | 6,884,682 <sup>(4)</sup>  | 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                 |
| Warrants to Purchase Common Stock          | \$0.8116   | 05/03/2023                           |  | A                              |   | 2,319,552 <sup>(1)</sup>   |     | 10/07/2023   | 10/07/2028      | Common Stock  | 2,319,552 <sup>(1)</sup>                   | (1)  | 2,319,552 <sup>(1)</sup>                                  | I  | By LLC <sup>(5)</sup> |

**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.