

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

**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Aquila Tony</u>  (Last) (First) (Middle) <u>C/O CANOO INC. 19951 MARINER AVE</u>  (Street) <u>TORRANCE CA 90503</u>  (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) <u>05/03/2024</u>	
	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								3,477,674 <sup>(1)</sup>	I	By LLCs <sup>(2)(3)</sup>
Common Stock								2,333,078 <sup>(1)</sup>	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	\$2.2355	05/03/2024 <sup>(4)</sup>		A		2,907,627		(6)	(6)	Common Stock	2,907,627	(4)	8,435,219 <sup>(4)(5)(7)</sup>	I	By LLCs <sup>(4)</sup>
Series C Cumulative Perpetual Redeemable Preferred Stock	\$1,000	05/03/2024 <sup>(4)</sup>		A		6,500		(8)(9)	(8)(9)	Common Stock	(10)	(8)(9)	0 <sup>(8)(9)</sup>	I	By LLCs <sup>(4)</sup>

**Explanation of Responses:**

- Share numbers other than for AFV Partners SPV-11, LLC, a Delaware limited liability company ("AFV-11"), AFV Partners SPV-11/A, LLC, a Delaware limited liability company ("AFV-11/A") and AFV Partners SPV-11/B, LLC, a Delaware limited liability company ("AFV-11/B") reflect a 1 for 23 reverse stock split effected on March 8, 2024.
- (i) 543,886 shares of Common Stock are held by AFV Partners SPV-4 LLC, a Delaware limited liability company ("AFV-4"); (ii) 1,533,620 shares of Common Stock are held by AFV Partners SPV-7 LLC, a Delaware limited liability company ("AFV-7"); (iii) 150,000 shares of Common Stock held by AFV Partners SPV-7/A LLC, a Delaware limited liability company ("AFV-7/A"); (iv) 195,848 shares of Common Stock are held by AFV Partners SPV-10 LLC, a Delaware limited liability company ("AFV-10"); (v) 405,732 shares of Common Stock are held by AFV-10/A, a Delaware limited liability company ("AFV-10/A"); (vi) 304,299 shares of Common Stock are held by AFV-10/B, a Delaware limited liability company ("AFV-10/B"); (vii) 100,850 shares of Common Stock are held by I-40 OKC Partners LLC, an Oklahoma limited liability company ("I-40 OKC"); and (viii) 243,439 shares of Common Stock are held by AFV Partners SPV-10/C LLC, a Delaware 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, AFV-10, AFV-10/A, AFV-10/B and AFV-10/C. 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, AFV-10/A, AFV-10/B, AFV-10/C and I-40 OKC. The Reporting Person disclaims beneficial ownership of the shares held by AFV 4, AFV 7, AFV-7/A, AFV-10, AFV-10/A, AFV-10/B, AFV-10/C and I-40 OKC, except to the extent of his pecuniary interest therein.
- Each of AFV-11/A and AFV-11/B entered into a securities purchase agreement (the "Purchase Agreements") with the Issuer dated April 26, 2024 and May 3, 2024 respectively pursuant to which they agreed to purchase an aggregate of 6,500 shares of the Issuer's Series C Cumulative Perpetual Redeemable Preferred Stock ("Series C Preferred Stock") and Warrants to purchase up to 2,907,627 shares of Common Stock, at a combined purchase price of \$1,000 per share and accompanying Warrant, subject to customary closing conditions.
- AFV is the sole manager and controlling member of AFV-11, AFV-11/A and AFV-11/B. Mr. Aquila is the managing member of AFV, which exercises ultimate voting and investment power with respect to the shares and warrants held or to be held by AFV-11, and AFV-11/A and AFV-11/B. The Reporting Person disclaims beneficial ownership of the shares held by AFV-11, AFV-11/A and AFV-11/B, except to the extent of his pecuniary interest therein, and he has no pecuniary interest therein.
- The Warrants are exercisable upon issuance and expire 5 years after the date of issuance.
- Includes warrants to purchase an aggregate of 1,054,320 shares of Common Stock with an exercise price of \$0.54 per share that are currently exercisable and which expire August 4, 2028, including: (i) Warrants to purchase up to 405,732 shares of Common Stock are held by AFV-10/A, (ii) Warrants to purchase up to 304,299 shares of Common Stock are held by AFV-10/B, (iii) Warrants to purchase up to 243,439 shares of Common Stock are held by AFV-10/C, and (iv) Warrants to purchase up to 100,850 shares of Common Stock are held by I-40 OKC.
- AFV-11 currently owns 5,000 shares of the Issuer's Series C Preferred Stock. AFV 11/A currently owns 10,000 shares of the Issuer's Series C Preferred Stock. AFV 11/B currently owns 1500 shares of the Issuer's Series C Preferred Stock. Each share of the Issuer's Series C Preferred Stock has no expiration date. Each holder of Series C Preferred has the right, at its option, to convert its Series C Preferred Stock, in whole or in part, into fully paid and non-assessable shares of Common Stock at a conversion price equal to the lesser of (i) 120% of the average of the closing sale prices per share of the Common Stock for the ten consecutive trading days immediately preceding the conversion (the "Average Common Stock Price") (provided that if the Average Common Stock Price is equal to the Floor Price (as defined below), the Conversion Price shall be determined based on 100% of the Average Common Stock Price instead of 120%) and

9. (Continued from footnote 8) (ii) \$2.2355 (such price, the "Conversion Price"); provided that in no event shall the Conversion Price be less than \$2.00 (the "Floor Price"). The Conversion Price is subject to customary adjustments, including in the event of any stock split, stock dividend, recapitalization or similar events. The Preferred Stock cannot be converted if such conversion would result in an issuance of Common Stock in excess of 19.99% of the aggregate number of shares of the Common Stock issued and outstanding as of April 9, 2024. Each share of Series C Preferred Stock will automatically convert, on a certificate by certificate basis, upon a change of control of the Issuer into the number of shares of the Issuer's Common Stock determined in accordance with the prior sentence.

10. The amount of derivative securities beneficially owned is not determinable because, as indicated in footnote 8, the conversion price depends on the date of conversion.

/s/ Tony Aquila

05/07/2024

\*\* 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.**