

# 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>Balciunas Paul</b>		2. Issuer Name and Ticker or Trading Symbol <b>Canoo Inc. [GOEV]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>								
(Last) <b>C/O CANOO INC.,</b>	(First) <b>19951</b>	(Middle) <b>MARINER AVE.</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>12/21/2020</b>									
(Street) <b>TORRANCE, CA 90503</b>			4. If Amendment, Date 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							
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>									
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	12/21/2020		A		278,872	(1)	A	(2)	278,872	(1)	D	

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		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Balciunas Paul C/O CANOO INC. 19951 MARINER AVE. TORRANCE, CA 90503			Chief Financial Officer	

## Signatures

/s/ Paul Balciunas		12/22/2020
**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).

Includes 219,379 shares subject to Restricted Stock Units ("RSUs"). The RSUs will vest as follows: 3/8th of the total shares subject to the grant shall vest upon the one year (1) anniversary of December 1, 2019 (the "Vesting Commencement Date"), and an additional 1/16th of the total shares subject to the grant shall vest each quarter thereafter on the same day of the month as the Vesting Commencement Date, subject to the Reporting Person remaining in continuous service with the Issuer through each such date.

Received pursuant to the Merger Agreement and Plan of Reorganization, dated as of August 17, 2020, by and among Hennessy Capital Acquisition Corp. IV ("Hennessy Capital"), HCAC IV First Merger Sub, Ltd., a direct, wholly-owned subsidiary of Hennessy Capital ("First Merger Sub"), HCAC IV Second Merger Sub, LLC, a direct, (2) wholly-owned subsidiary of Hennessy Capital ("Second Merger Sub"), and Canoo Holdings Ltd. ("Legacy Canoo") pursuant to which, through a series of mergers between Legacy Canoo, First Merger Sub, and Second Merger Sub, Legacy Canoo became a direct, wholly-owned subsidiary of Hennessy Capital, which subsequently changed its name to Canoo Inc. (the "Issuer").

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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