

# 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* Aquila Tony			2. Issuer Name and Ticker or Trading Symbol Canoo Inc. [GOEV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman and CEO		
(Last) (First) (Middle) C/O CANOO INC., 19951 MARINER AVE.			3. Date of Earliest Transaction (Month/Day/Year) 11/04/2021					
(Street) TORRANCE, CA 90503			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			

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	Title	Amount or Number of Shares				
Performance-Based Restricted Stock Units	(1) (2)	11/04/2021		A		2,000,000	(2)	11/04/2026	Common Stock	2,000,000	\$ 0	2,000,000	D	
Performance-Based Restricted Stock Units	(1) (3)	11/04/2021		A		2,000,000	(3)	11/04/2026	Common Stock	2,000,000	\$ 0	2,000,000	D	
Performance-Based Restricted Stock Units	(1) (4)	11/04/2021		A		2,000,000	(4)	11/04/2026	Common Stock	2,000,000	\$ 0	2,000,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aquila Tony C/O CANOO INC. 19951 MARINER AVE. TORRANCE, CA 90503	X		Executive Chairman and CEO	

## Signatures

Tony Aquila, by /s/ Michael Fielkow, Attorney-in-Fact	11/08/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

- Each performance-based restricted stock unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock. These PSUs vest in one-third increments through a five-year performance period beginning November 4, 2021 when shares of the Issuer's common stock equal or exceed the prices specified in footnotes (2), (3) and (4), as applicable (measured based on the volume weighted average stock price for 20 days in any 30-day period), and in each case subject to continuous service through the later of the end of the applicable service period or the date of achievement of the applicable performance vesting milestone.
- (1) These PSUs vest on the date the price of the Issuer's common stock equals or exceeds \$18, subject to continuous service through the later of the first anniversary of the grant date and the date such stock price is achieved.
  - (2) These PSUs vest on the date the price of the Issuer's common stock equals or exceeds \$25, subject to continuous service through the the later of second anniversary of the grant date and the date such stock price is achieved.
  - (3) These PSUs vest on the date the price of the Issuer's common stock equals or exceeds \$40, subject to continuous service through the fifth anniversary of the grant date (i.e., the expiration date).

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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