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).

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

#### 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

10b5-1(c). See In:	struction 10.			
1. Name and Address Manget Kenn		son*	2. Issuer Name and Ticker or Trading Symbol  Canoo Inc. [ GOEV ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner
(Last) C/O CANOO IN	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/06/2023	X Officer (give title Other (specify below)  Chief Financial Officer
19951 MARINE	ER AVE		4. If Amendment, Date of Original Filed (Month/Day/Year) 07/17/2023	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person
(Street) TORRANCE	CA	90503		Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		ion Str. Disposed Of (D) (Instr. 3, 4 and 5)  Security Benefit Follow Transa  V. Amount (A) or Price (Instr. 1)		Securities Beneficially Owned Following Reported	Form: Direct (D)	Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	07/06/2023		A		1,500,000(1)	A	\$0.00(2)	1,500,000	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	 3A. Deemed Execution Date, if any (Month/Day/Year)	'		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	Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

### **Explanation of Responses:**

- 1. Represents Restricted Stock Units ("RSUs"). Each RSU represents a right to receive one share of the Issuer's common stock upon vesting. The RSUs will vest as follows: 1/4th of the RSUs shall vest upon the one-year anniversary of March 15, 2023 (the "Vesting Commencement Date"), and an additional 1/16th of the RSUs 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 through each such date.
- 2. This Form 4 amendment is to correct an administrative error which inadvertently reported the closing price on the transaction date as the acquisition price.

Kenneth Manget, by /s/ Hector Ruiz, Attorney-in-Fact

07/18/2023

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.