

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**Eve Holding, Inc.**

(Name of Issuer)

**Common Stock  
(Title of Class of Securities)**

**29970N 104  
(CUSIP Number)**

**Embraer S.A.  
Embraer Aircraft Holding, Inc.  
Attn: Fabiana Klajner Leschziner  
Avenida Dra. Ruth Cardoso, 8501, 30th floor (part)  
Pinheiros, São Paulo, SP, 05425-070, Brazil  
(55) 11 3040 6874**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

*with copies to:*

**Thomas W. Greenberg  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Manhattan West  
New York, New York 10001**

**September 4, 2024  
(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Names of Reporting Persons Embraer Aircraft Holding, Inc.
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Source of Funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or Place of Organization Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 246,399,589
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 246,399,589

11	Aggregate Amount Beneficially Owned by Each Reporting Person 246,399,589
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12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 83.0%
14	Type of Reporting Person CO

1	Names of Reporting Persons Embraer S.A.
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO, WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or Place of Organization Brazil

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 246,399,589
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	10	Shared Dispositive Power 246,399,589

11	Aggregate Amount Beneficially Owned by Each Reporting Person 246,399,589
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 83.0%
14	Type of Reporting Person CO

This Amendment No. 2 amends and supplements the original Schedule 13D originally filed on May 19, 2022 by Embraer Aircraft Holding, Inc. (“EAH”) and Embraer SA (“Embraer”) with respect to the common stock, par value \$0.001 per share (the “Common Stock”), of Eve Holding, Inc. (the “Issuer”), as amended by Amendment No. 1 (the “Schedule 13D”). Terms used herein and not otherwise defined shall have the meanings given such terms in the Schedule 13D.

This Amendment No. 2 is being filed to report, among other things, the closing of the transactions contemplated by the Subscription Agreement and the Warrant Agreement (as defined below).

#### Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

As previously reported, on June 28, 2024, EAH entered into a subscription agreement (the “Subscription Agreement”) with the Issuer, pursuant to which, among other things, EAH agreed to subscribe for and purchase from the Issuer 7,500,000 shares of Common Stock for a purchase price per share of Common Stock equal to \$4.00 and an aggregate purchase price of \$30,000,000, on the terms and subject to the conditions set forth in the Subscription Agreement.

In addition, on June 28, 2024, EAH entered into a warrant agreement (the “Warrant Agreement”) with the Issuer, pursuant to which, among other things, the Issuer agreed to issue to EAH, concurrent with the closing under the Subscription Agreement, warrants to acquire up to 1,500,000 shares of Common Stock at a price of \$0.01 per share. Each warrant may be exercised only during the period commencing on the tenth (10th) business day after the date on which such first type certification is obtained, and terminating on the earlier to occur of: (a) at 5:00 p.m., New York City time, on the date that is one (1) year after the date on which the first Type Certification is obtained; and (b) the liquidation of the Issuer (the “Expiration Date”). If the warrant is not exercised on or before the Expiration Date, upon written notice by the Issuer to EAH of at least five (5) business days prior to such Expiration Date, the warrant shall become void, and all rights thereunder and all rights in respect thereof under the Warrant Agreements shall cease at 5:00 p.m. New York City time on the Expiration Date. The Issuer in its sole discretion may extend the duration of the warrant by delaying the Expiration Date.

On September 4, 2024, the transactions contemplated by the Subscription Agreement and the Warrant Agreement were consummated. Pursuant to such agreements, EAH purchased from the Issuer 7,500,000 shares of Common Stock at a price of \$4.00 per share and was issued warrants to acquire up to 1,500,000 shares of Common Stock at a price of \$0.01 per share on the terms described above.

#### Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented as follows:

