
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Eve Holding, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

29970N104

(CUSIP Number)

Thomas W. Greenberg
One Manhattan West,
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1-212-7357886

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

08/13/2025

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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).

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CUSIP No.	29970N104
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1	Name of reporting person Embraer Aircraft Holding, Inc.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)

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 0.00
	8	Shared Voting Power 246,399,589.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 246,399,589.00
11	Aggregate amount beneficially owned by each reporting person 246,399,589.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 81.9 %	
14	Type of Reporting Person (See Instructions) CO	

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1	Name of reporting person EMBRAER S.A.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC, OO
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 0.00
	8	Shared Voting Power 246,399,589.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 246,399,589.00
11	Aggregate amount beneficially owned by each reporting person 246,399,589.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 81.9 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

This Amendment No. 3 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 and Amendment No. 2 (the "Schedule 13D"). Terms used herein and not otherwise defined shall have the meanings given such terms in the Schedule 13D.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock

(b) Name of Issuer:

Eve Holding, Inc.

(c) Address of Issuer's Principal Executive Offices:

1400 GENERAL AVIATION DRIVE, MELBOURNE, FLORIDA , 32935.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and supplemented as follows: As discussed in item 4 below, EAH has agreed to purchase 4,123,711 shares of Common Stock from the Issuer at a purchase price of \$4.85 per share, for an aggregate purchase price of \$19,999,998.35. EAH expects to obtain the funds for the purchase of these shares from working capital.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

On August 13, 2025, 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 4,123,711 shares of Common Stock for a purchase price per share of Common Stock of \$4.85 and an aggregate purchase price of \$19,999,998.35, on the terms and subject to the conditions set forth in the Subscription Agreement.

The consummation of the purchase of the shares from the Issuer is subject to certain customary conditions, including the receipt of approval or consent of a majority of the issued and outstanding shares of Common Stock. EAH, in its capacity as a majority stockholder of the Issuer, provided such written consent on August 13, 2025. Consummation of the purchase by EAH is expected to occur following the passage of 20 business days following the mailing by the Issuer of an information statement on Schedule 14C with respect to the issuance of securities to EAH.

On August 13, 2025, EAH also entered into a letter agreement with the Issuer and BNDES Participações S.A. - BNDESPAR ("BNDESPAR"). Concurrently with the execution of the Subscription Agreement by EAH, BNDESPAR has agreed to purchase Common Stock from the Issuer in the form of Brazilian Depositary Receipts ("BDRs"). As a result, EAH and the Issuer have agreed to grant to BNDESPAR certain additional rights in connection with its agreement to purchase BDRs. Accordingly, subject to certain exceptions and so long as BNDESPAR beneficially owns Common Stock (including in the form of BDRs) equal to 2% or more of the issued and outstanding shares of Common Stock, it shall have: (i) the right to designate for nomination one Class I director, who shall satisfy the Issuer's qualification and compliance standards, from August 15, 2025 and until the end of the three-year term of directors appointed at the annual meeting of stockholders to be held in 2026; (ii) tag-along rights with respect to any sale of shares of Common Stock by EAH representing (x) more than 10% of the then issued and outstanding shares of Common Stock or (y) any number of shares of Common Stock the sale of which would result in EAH ceasing to be the largest beneficial owner of the then issued and outstanding shares of Common Stock; and (iii) the right to purchase, on a pro rata basis, such number of equity securities in any new issuance of equity securities for cash as would be necessary for it to maintain its then-current percentage ownership of shares of Common Stock, on a fully diluted basis, on the same terms and conditions as offered to other investors in such new issuance, provided that EAH remains the largest beneficial owner of the then issued and outstanding shares of Common Stock.

Item 5. Interest in Securities of the Issuer

- (a) Attached hereto as Exhibit No.1.
- (b) Attached hereto as Exhibit No.1.
- (c) Except as disclosed in this Schedule 13D, none of the Reporting Persons has, and to the Reporting Persons' knowledge, none of the Covered Persons has, effected any transactions in shares of Common Stock during the past 60 days.
- (d) None.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information in Item 4 is incorporated by reference herein for each Reporting Person.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Embraer Aircraft Holding, Inc.

Signature: Gary Kretz

Name/Title: Officer

Date: 08/15/2025

Signature: Michael Klevens

Name/Title: Officer

Date: 08/15/2025

EMBRAER S.A.

Signature: Antonio Carlos Garcia

Name/Title: Executive Vice President & CFO

Date: 08/15/2025

Signature: Thalita Alfano Sulas Grandis

Name/Title: General Counsel

Date: 08/15/2025

The following sets forth, as of the date of this Schedule 13D, the aggregate number of shares of Common Stock and percentage of Common Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Common Stock as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 300,881,904 shares of Common Stock outstanding as of August 13, 2025:

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition	Shared power to dispose or to direct the disposition
Embraer Aircraft Holding, Inc.	246,399,589	81.9%	0	246,399,589	0	246,399,589
Embraer S.A.	246,399,589	81.9%	0	246,399,589	0	246,399,589

EAH is the record holder of the 246,399,589 shares of Common Stock reported herein. EAH is controlled by Embraer. The number of shares beneficially owned do not include the shares of Common Stock issuable upon exercise of the warrants held by EAH as they are not exercisable within 60 days.

To the Reporting Persons’ knowledge, none of the Covered Persons directly owns any shares of Common Stock; however, because each Covered Person is a director or executive officer of the Reporting Persons, as applicable, each Covered Person may be deemed to be the beneficial owner of the Common Stock beneficially owned by the Reporting Persons. The Covered Persons disclaim any beneficial ownership of the shares of Common Stock held by the Reporting Persons.