

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 31, 2023

EVE HOLDING, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39704
(Commission File Number)

85-2549808
(IRS Employer Identification No.)

1400 General Aviation Drive,
Melbourne, Florida
(Address of principal executive offices)

32935
(Zip Code)

Registrant's telephone number, including area code (321) 751-5050

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading Symbol:</u>	<u>Name of each exchange on which registered:</u>
Common Stock, par value \$0.001 per share	EVEX	The New York Stock Exchange
Warrants, each whole warrant exercisable for one share of Common Stock	EVEXW	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Chief Executive Officer

On July 31, 2023, the Board of Directors (the “Board”) of Eve Holding, Inc. (the “Company”) appointed Johann Bordais as the Company’s Chief Executive Officer, effective September 1, 2023.

Mr. Bordais, 51, has served as President and Chief Executive Officer of Embraer S.A.’s (“Embraer”) Services & Support business since its founding in 2016. Embraer Services & Support is focused on providing parts, flight hour solutions, maintenance, training, and engineering products and services for Embraer operators in its Commercial, Executive, Defense & Security segments. Under Mr. Bordais’ leadership, Embraer Services & Support became Embraer’s fast-growing, most profitable business, with revenues of \$1.27 billion in 2022, accounting for 28% of Embraer’s total revenue. During his tenure at Embraer Services & Support, Bordais transformed Embraer’s aftersales business model, globalizing its solutions and fostering customer satisfaction through innovation and integrated products, including providing a broad portfolio of solutions to customers in Commercial Aviation, Executive Jets and Defense. Mr. Bordais’ oversight over 2,300 employees dedicated to supporting customers and their 5,700 aircraft worldwide. Embraer controls Embraer Aircraft Holding, Inc., the Company’s largest stockholder.

The Company expects to enter into an employment agreement with Mr. Bordais in connection with his appointment as Chief Executive Officer. The material terms of the employment agreement will be disclosed upon its finalization.

There are no arrangements or understandings between Mr. Bordais and any other persons pursuant to which Mr. Bordais was selected as an officer, and Mr. Bordais has no family relationship with any director or executive officer of the Company. The Company is not aware of any transactions in which Mr. Bordais has a direct or indirect material interest and in which the Company is a party that would require disclosure under Item 404(a) of Regulation S-K.

Gerard J. DeMuro and André Duarte Stein will continue to serve as the Company’s Co-Chief Executive Officers until September 1, 2023, at which time they will each transition to new roles with the Company. Mr. DeMuro will serve as Executive Vice President of Corporate Development through the end of October 2023, and Mr. Stein will serve as Chief Strategy Officer in the United States. Biographical information for each of Mr. DeMuro and Mr. Stein is available in the section titled “Information About Our Executive Officers” in the Company’s annual meeting proxy statement filed with the U.S. Securities and Exchange Commission on April 10, 2023, and such information is incorporated herein by reference.

The Company expects to enter into amended or new agreements with each of Mr. DeMuro and Mr. Stein in connection with their transitions into new roles, the details of which have not been finalized as of the date of this Current Report on Form 8-K. These agreements are the subject of ongoing development, and any future changes to such agreements will be disclosed upon finalization.

There are no arrangements or understandings between Mr. DeMuro or Mr. Stein and any other persons pursuant to which they were selected to their new roles, and neither Mr. DeMuro nor Mr. Stein has a family relationship with any director or executive officer of the Company. The Company is not aware of any transactions in which Mr. DeMuro or Mr. Stein has a direct or indirect material interest and in which the Company is a party that would require disclosure under Item 404(a) of Regulation S-K.

Departure of Director

On July 31, 2023, Kenneth C. Ricci notified the Board of his intention to resign as a member of the Board, effective October 31, 2023. Mr. Ricci’s resignation is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On July 31, 2023, the Company issued a press release announcing the matters described in Item 5.02 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K includes forward-looking statements that involve risks and uncertainties relating to future events and the future performance of the Company, and actual events or results may differ materially from these forward-looking statements. All statements contained in this Current Report on Form 8-K, other than statements of historical fact, are forward-looking statements. Words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” “likely,” “will,” “would,” variations of such words, and similar words and phrases are intended to identify such forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements concern, and these risks and uncertainties include, among others, the timing and success of our Chief Executive Officer and Board member transitions, their anticipated future responsibilities and contributions to the Company, and their compensation and employment arrangements. A more complete description of these and other material risks, uncertainties, assumptions and factors that could cause our future results to differ materially from those expressed by the forward-looking statements included in this Current Report on Form 8-K include, but are not limited to, risks, uncertainties, assumptions and factors discussed in the Company’s filings with the U.S. Securities and Exchange Commission, including its Form 10-K for the year ended December 31, 2022 and its Form 10-Q for the quarterly period ended March 31, 2023. Forward-looking statements are based on management’s current beliefs and judgment, and the reader is cautioned not to place undue reliance on any forward-looking statements made by the Company. The Company does not undertake any obligation to update (publicly or otherwise) any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated July 31, 2023.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EVE HOLDING, INC.

Date: August 4, 2023

By: /s/ Gerard J. DeMuro

Name: Gerard J. DeMuro
Title: Co-Chief Executive Officer



Eve Air Mobility Announces Johann Bordais as Chief Executive Officer

MELBOURNE, Fla. — July 31st, 2023 - Eve Air Mobility (“Eve”) (NYSE: EVEX, EVEXW), leader in the development of next-generation Urban Air Mobility (“UAM”), announced today that its Board of Directors has appointed Johann Bordais, current President and CEO of Embraer Services & Support, as Chief Executive Officer to be effective on September 1, 2023. Eve’s co-CEOs, Andre Stein and Jerry DeMuro, will remain at Eve with new roles.

“Eve has made incredible progress and accomplished important milestones in the development of an eVTOL aircraft and the urban air ecosystem under the leadership of Jerry and Stein,” said Luís Carlos Affonso, Chairman of Eve’s Board. “Now, with the acceleration of our vehicle development and increased focus on operations and entry-into-service of our eVTOL, Johann Bordais’ leadership and experience successfully leading a global business will be an outstanding addition to Eve’s team, helping our mission to create Urban Air Mobility.”

Johann Bordais has led Embraer’s Services & Support business since its foundation in 2016. He was pivotal in transforming the area into Embraer’s fast-growing and most profitable business of the company, with reported revenues of \$1.27 billion in 2022, accounting for 28% of Embraer’s total revenue. During his tenure at Embraer Services & Support, Bordais has transformed Embraer’s aftersales business model, globalizing its solutions and guaranteeing customer satisfaction through innovation and integrated products, and providing a broad portfolio of solutions to customers in Commercial Aviation, Executive Jets and Defense, with over 2,300 people dedicated to supporting customers and their 5,700 aircraft worldwide.

“Urban Air Mobility has the potential to revolutionize how people commute and travel with a direct impact on millions of lives. Supporting customers in a high-demand services environment with the right product is our mission. Eve has built a skilled team in recent years to deliver an effective and sustainable new mode of transportation, and I’m so proud and very excited to join this group,” said Johann Bordais.

Jerry DeMuro will remain at Eve as Executive Vice President of Corporate Development through the end of October 2023 to assist Johann in the transition. Mr. DeMuro joined the company in September 2021 as co-CEO and was instrumental in Eve’s SPAC transaction, taking the company to a very successful NYSE listing that raised approximately \$400 million from multiple strategic financial investors.

“I believe Eve is uniquely positioned to become a leading player in a potential \$760 billion Urban Air Mobility market. Our pipeline of orders, full support from Embraer and a large group of strategic partners are key differentiators. I look forward to continuing to help Eve accomplish its vision of sustainable urban aviation,” said Mr. DeMuro.

Andre Stein will assume the role of Chief Strategy Officer at Eve based in the United States. He will be responsible for defining Eve’s strategy, including commercialization, growth and the development and execution of launch strategies with Eve’s international partners and operators. Stein has over 25 years of experience in the aerospace industry with a focus on sales, product development and market strategy and has nurtured the Urban Air Mobility initiative since its inception, helping to define the industry’s potential use-cases, markets and product characteristics, while contributing to Eve’s spin-off process, NYSE listing and capital raise.

“We believe that the Urban Air Mobility market has enormous potential in the coming years based on an efficient, zero-emissions transport proposition. I will continue to support Eve to reach vehicle type certification, entry-in-service, scale its manufacturing and support operations globally,” said Andre Stein.

Due to the successful completion of Eve’s launch phase and new demands of his schedule, Kenn Ricci has announced his intention to resign from the Eve Board of Directors by the end of October 2023. At that time, the expectation is Jerry DeMuro will be appointed to replace Kenn Ricci on Eve’s Board of Directors. “Kenn’s entrepreneurship and aviation vision were invaluable to the completion of the merger of Zanite and Eve in a \$2.7 billion transaction” said Luís Carlos Affonso.

“Eve is another success case of our long-term partnership with Embraer as we share similar values and an extraordinary passion for innovation, sustainable aviation and emerging technologies,” said Mr. Ricci.

About Eve Air Mobility

Eve is dedicated to accelerating the Urban Air Mobility ecosystem. Benefitting from a start-up mindset, backed by Embraer S.A.'s more than 50-year history of aerospace expertise, and with a singular focus, Eve is taking a holistic approach to progressing the UAM ecosystem, with an advanced eVTOL project, a comprehensive global services and support network and a unique air traffic management solution. Since May 10, 2022, Eve has been listed on the New York Stock Exchange, where its shares of common stock and public warrants trade under the tickers "EVEX" and "EVEXW". For more information, please visit www.eveairmobility.com.

Eve Air Mobility Forward-Looking Statements Disclosure

Certain statements in this press release include "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target," "may," "intend," "predict," "should," "would," "predict," "potential," "seem," "future," "outlook" or other similar expressions (or negative versions of such words or expressions) that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding Eve's expectations with respect to the announced agreement and future performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ from assumptions, and such differences may be material. Many actual events and circumstances are beyond the control of Eve.

These forward-looking statements are subject to a number of risks and uncertainties, including, among others: (i) changes in domestic and foreign business, market, financial, political and legal conditions; (ii) failure to realise the anticipated benefits of the announced agreement between Eve; (iii) risks relating to the uncertainty of the projected financial information with respect to Eve; (iv) the outcome of any legal proceedings that may be instituted against Eve; (v) future global, regional or local economic and market conditions, including the growth and development of the urban air mobility market; (vi) the development, effects and enforcement of laws and regulations; (vii) Eve's ability to grow and manage future growth, maintain relationships with customers and suppliers and retain its key employees; (viii) Eve's ability to develop new products and solutions, bring them to market in a timely manner, and make enhancements to its platform; (ix) Eve's ability to successfully develop, obtain certification for and commercialise its eVTOL; (x) the effects of competition on Eve's future business; (xi) the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries; (xii) the impact of the global COVID-19 pandemic and (xiii) those factors discussed in Eve's Registration Statement on Form 10-K/A filed on May 4th, 2023 under the heading "Risk Factors," and other documents of Eve filed, or to be filed, with the Securities and Exchange Commission (SEC).

If any of these risks materialise or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that Eve does not presently know or that Eve currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Eve's expectations, plans or forecasts of future events and views as of the date of this press release. Eve anticipates that subsequent events and developments will cause Eve's assessments to change. However, while Eve may elect to update these forward-looking statements at some point in the future, Eve specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Eve's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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