

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 Zanite Sponsor LLC		2. Issuer Name and Ticker or Trading Symbol Eve Holding, Inc. [ZNTE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 25101 CHAGRIN BOULEVARD, SUITE 350		3. Date of Earliest Transaction (Month/Day/Year) 05/09/2022		See Remarks	
(Street) CLEVELAND, OH 44122		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)	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			
Common Stock	05/09/2022		M	(1)(2)	5,050,000	A	(1)(2)	5,050,000	D	(3)(4)
Common Stock	05/09/2022		A	(5)	2,500,000	A	\$ 10	7,550,000	D	(3)(4)
Common Stock	05/09/2022		J	(6)	7,550,000	D	(6)	0	D	(3)(4)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)(2)	05/09/2022		M	(1)(2)	5,050,000	(1)(2)	(1)(2)	Common Stock	5,050,000	\$ 0	0	D	(3)(4)	
Private Placement Warrants	\$ 11.5	05/09/2022		A	(7)(8)	14,250,000		06/09/2022 05/09/2027	Common Stock	14,250,000	\$ 1	14,250,000	D	(3)(4)	
Private Placement Warrants	\$ 11.5	05/09/2022		J	(6)	14,250,000		06/09/2022 05/09/2027	Common Stock	14,250,000	(6)	0	D	(3)(4)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zanite Sponsor LLC 25101 CHAGRIN BOULEVARD, SUITE 350 CLEVELAND, OH 44122	X	X		See Remarks
Rosen Steven H 25101 CHAGRIN BOULEVARD, SUITE 350 CLEVELAND, OH 44122		X		
Ricci Kenneth 355 RICHMOND ROAD CLEVELAND, OH 44143	X	X		

Signatures

/s/ Daniel Nussen, Attorney-in-Fact for Zanite Sponsor LLC <small>Signature of Reporting Person</small>		05/09/2022 <small>Date</small>
/s/ Daniel Nussen, Attorney-in-Fact for Steven H. Rosen <small>Signature of Reporting Person</small>		05/09/2022 <small>Date</small>
/s/ Daniel Nussen, Attorney-in-Fact for Kenneth C. Ricci <small>Signature of Reporting Person</small>		05/09/2022 <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).
- (1) In connection with the closing (the "Closing") of the business combination (the "Business Combination") among the Issuer (which was formerly known as Zanite Acquisition Corp.) Embraer S.A., a Brazilian corporation (sociedade anonima) ("Embraer"), EVE UAM, LLC, a Delaware LLC (Continued from Footnote 1), each of the issued and outstanding shares of Class A common stock of the Issuer converted into shares of common stock of the Issuer on a one-for-one basis pursuant to the Issuer's second amended and restated certificate of incorporation filed with the Secretary of State of Delaware.
- (2) Zanite Sponsor LLC (the "Sponsor") is the record holder of the securities reported herein. Mr. Rosen and Mr. Ricci are the managing members of the Sponsor and share voting and investment discretion with respect to the securities held of record by the Sponsor.
- (3) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- (4) In connection with the Closing of the Business Combination, the Sponsor purchased 2,500,000 shares of common stock from the Issuer in a private placement transaction.
- (5) Such dispositions reflect the pro rata distribution by the Sponsor of all of its securities to its members for no consideration pursuant to the Sponsor's limited liability company agreement in connection with a liquidation of the assets of the Sponsor.
- (6) The private placement warrants are reported as acquired for purposes of Section 16 of the Exchange Act concurrent with the Closing, because, pursuant to their terms, their exercise was not within the control of the Reporting Persons until the Closing. Each private placement warrant is exercisable at the option of the holder.
- (7) (Continued from Footnote 6), 2,300,000 private placement warrants purchased by the Sponsor in a private placement from the Issuer on May 18, 2021 and (iii) 2,300,000 private placement warrants purchased by the Sponsor in a private placement from the Issuer on November 16, 2021.

Remarks:
Prior to the Closing, the Sponsor was a Director by Deputization. As a result of and immediately following the Closing, including the pro rata distribution of all of its securities to its members, the Sponsor is no longer a Director by Deputization in his future Section 16 reports.

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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