

HYZON MOTORS INC.

Reported by
ZAVOLI JOHN R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/02/24 for the Period Ending 06/30/24

Address	599 SOUTH SCHMIDT ROAD BOLINGBROOK, IL, 60440
Telephone	585-484-9337
CIK	0001716583
Symbol	HYZN
Fiscal Year	12/31

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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

1. Name and Address of Reporting Person * ZAVOLI JOHN R <small>(Last) (First) (Middle)</small> C/O HYZON MOTORS INC., 599 SOUTH SCHMIDT ROAD <small>(Street)</small> BOLINGBROOK, IL 60440 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Hyzon Motors Inc. [HYZN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) GC & Chief Legal Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/30/2024</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.0001 per share	6/30/2024		M		113,014	A	\$0	157,001	D	
Class A Common Stock, par value \$0.0001 per share	6/30/2024		F		50,676 (1)	D	\$0.32	106,325	D	
Class A Common Stock, par value \$0.0001 per share								250	I	By Wife

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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				
Performance-Based Restricted Stock Units	\$0 (2)	6/30/2024		M		61,014		(3)	(3)	Class A Common Stock, par value \$0.0001 per share	61,014	\$0	122,026	D	
Restricted Stock Units	\$0 (2)	6/30/2024		M		52,000		(4)	(4)	Class A Common Stock, par value \$0.0001 per share	52,000	\$0	156,000	D	

Explanation of Responses:

- (1) Represents the number of shares required to be withheld by the Reporting Person to cover tax withholding obligations in connection with the vesting of PSUs and RSUs.
- (2) Each Performance-Based Restricted Stock Unit (PSU) or Restricted Stock Unit (RSU) represents a contingent right to receive one share of Hyzon Motors, Inc. Class A Common Stock.
- (3) Represents settlement of a performance-based restricted stock unit ("PSU") granted on June 30, 2023 ("Grant Date"). On March 6, 2024, the Company's Compensation Committee determined that 183,040 PSUs eligible to be earned by the Reporting Person have been earned based on a combination of Company goals, functional goals, and individual goals of such Reporting Person. Pursuant to the PSU agreement, for the PSUs that have been earned, one-third will vest on each of the first, second and third anniversaries of the Grant Date. Vesting is subject to the Reporting Person remaining in continuous service through the vesting date.

(4) Restricted stock units vest pursuant to a four year vesting schedule, whereby one-fourth of the total number of shares vest each year on the anniversary of the Grant Date, subject to continued employment with the Issuer.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZAVOLI JOHN R C/O HYZON MOTORS INC. 599 SOUTH SCHMIDT ROAD BOLINGBROOK, IL 60440			GC & Chief Legal Officer	

Signatures

/s/ John Zavoli

7/2/2024

**Signature of Reporting Person

Date

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

* 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.

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