

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Dwivedi Apoorv</u>			2. Issuer Name and Ticker or Trading Symbol <u>Nxu, Inc. [NXU]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2023</u>			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		
C/O NXU, INC. 1828 N. HIGLEY RD., SUITE 116			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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.		
(Street)	(City)	(State)	(Zip)					
MESA	AZ	85205						

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			
Class A Common Stock	06/30/2023		M		126,263	A	(1)	459,052	D	
Class A Common Stock	07/30/2023		M		14,368	A	(1)	473,420	D	
Class A Common Stock	08/09/2023		F		92,790	D	\$0.29 ⁽²⁾	380,630	D	

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 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: 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				
Restricted Stock Unit	(1)	06/15/2023		A		113,636		(3)	(3)	Class A Common Stock	113,636	\$0	113,636	D	
Restricted Stock Unit	(1)	06/15/2023		A		12,627		(4)	(4)	Class A Common Stock	12,627	\$0	12,627	D	
Restricted Stock Unit	(1)	06/30/2023		M		113,636		(3)	(3)	Class A Common Stock	113,636	\$0	0	D	
Restricted Stock Unit	(1)	06/30/2023		M		12,627		(4)	(4)	Class A Common Stock	12,627	\$0	0	D	
Restricted Stock Unit	(1)	07/15/2023		A		14,368		(5)	(5)	Class A Common Stock	14,368	\$0	14,368	D	
Restricted Stock Unit	(1)	07/30/2023		M		14,368		(5)	(5)	Class A Common Stock	14,368	\$0	0	D	
Restricted Stock Unit	(1)	08/15/2023		A		14,368		(6)	(6)	Class A Common Stock	14,368	\$0	14,368	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Class A common stock of Nxu, Inc.
- The price in Column 4 is a weighted average price. The actual sales price for these transactions ranged from \$0.20 to \$0.30. The Reporting Person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The Reporting Person is eligible to receive \$75,000 of Restricted Stock Units each quarter. The number of Restricted Stock Units granted each quarter will be calculated by dividing \$75,000 by the closing share price on the first trading day immediately preceding the 15th day of the last month of each quarter, and will vest on the last business day of such quarter. On June 15, 2023, the Reporting Person was granted 113,636 Restricted Stock Units, which vested on June 30, 2023.
- The Reporting Person is eligible to receive an aggregate of \$300,000 of Restricted Stock Units, which vest monthly in equal installments over thirty-six months. The number of Restricted Stock Units granted each month will be calculated by dividing 83,333.33 by the closing share price on the first trading day immediately preceding the 15th day of each month for thirty-six months from June 30, 2023 to May 31, 2026, and will vest on the last business day of such month. On June 15, 2023, the Reporting Person was granted 12,627 Restricted Stock Units, which vested on June 30, 2023.
- The Reporting Person is eligible to receive an aggregate of \$300,000 of Restricted Stock Units, which vest monthly in equal installments over thirty-six months. The number of Restricted Stock Units granted each month will be calculated by dividing 83,333.33 by the closing share price on the first trading day immediately preceding the 15th day of each month for thirty-six months from June 30, 2023 to May 31, 2026, and will vest on the last business day of such month. On July 15, 2023, the Reporting Person was granted 14,368 Restricted Stock Units, which vested on July 30, 2023.
- The Reporting Person is eligible to receive an aggregate of \$300,000 of Restricted Stock Units, which vest monthly in equal installments over thirty-six months. The number of Restricted Stock Units granted each month will be calculated by dividing 83,333.33 by the closing share price on the first trading day immediately preceding the 15th day of each month for thirty-six months from June 30, 2023 to May 31, 2026, and will vest on the last business day of such month. On August 15, 2023, the Reporting Person was granted 14,368 Restricted Stock Units, which will vest on August 30, 2023.

Remarks:

/s/ Apoorv Dwivedi, as attorney-
in-fact

** Signature of Reporting Person Date 08/18/2023

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.