

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Pratt Annie</u> (Last) (First) (Middle) C/O NXU, INC. 1828 N HIGLEY RD., SUITE 116 (Street) MESA AZ 85205 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nxu, Inc. [NXU]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	09/15/2023		A		223,765 ⁽¹⁾	A	(2)	10,061,045	D	
Class A Common Stock	09/15/2023		A		416,667 ⁽³⁾	A	(2)	10,477,712	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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The Reporting Person is eligible to receive an aggregate of \$1,450,000 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 \$40,277.78 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 September 15, 2023, the Reporting Person was granted 223,765 Restricted Stock Units, which vest on September 30, 2023.
- Each restricted stock unit represents a contingent right to receive one share of Class A common stock of Nxu, Inc.
- 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 September 15, 2023, the Reporting Person was granted 416,667 Restricted Stock Units, which vest on September 30, 2023.

Remarks:

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

09/19/2023

** 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.

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.