

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

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print) Hyllion Holdings Corp		(b) IRS IDENT. NO. 83-2538002	(c) S.E.C. FILE NO. 001-388230DE	WORK LOCATION	
1 (d) ADDRESS OF ISSUER STREET 1202 BMC Drive, #100, Cedar Park, TX 78613		CITY	STATE	(e) TELEPHONE NO. AREA CODE 833	NUMBER 495-4466
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Sherri Baker		RELATIONSHIP TO ISSUER employee	(c) ADDRESS STREET 13121 Villa Montana Way, Austin, TX 78732	CITY	STATE
3 (a) NAME OF ISSUER common		(b) NAME AND ADDRESS OF EACH BROKER THROUGH WHOM THE SECURITIES ARE TO BE OFFERED OR EACH MARKET MAKER WHO IS ACQUIRING THE SECURITIES UBS Financial Services 4400 Post Oak Pkwy, Ste 1700 Houston, TX 77027	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units To Be Sold (See Instr. 3(c))	(d) Aggregate Market Value (See Instr. 3(d))
(e) Number of Shares or Other Units Outstanding (See Instr. 3(e))	(f) Approximate Date of Sale (See Instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See Instr. 3(g))	7811	22,364.96	173.84m
10/03/2022	NYSE				

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units To Be Sold (See Instr. 3(c))	(d) Aggregate Market Value (See Instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See Instr. 3(e))	(f) Approximate Date of Sale (See Instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See Instr. 3(g))
common	UBS Financial Services 4400 Post Oak Pkwy, Ste 1700 Houston, TX 77027		7811	22,364.96	173.84m	10/03/2022	NYSE

INSTRUCTIONS:

- Name of issuer
 - Issuer's I.R.S. Identification Number
 - Issuer's S.E.C. file number, if any
 - Issuer's address, including zip code
 - Issuer's telephone number, including area code
- Name of person for whose account the securities are to be sold
 - Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - Such person's address, including zip code
- Title of the class of securities to be sold
 - Name and address of each broker through whom the securities are intended to be sold
 - Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - Approximate date on which the securities are to be sold
 - Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	9/24/22	Restricted Stock Vesting	Hyliion	\$22,365	10/3/22	Cash

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

DATE OF NOTICE
10/13/22

(SIGNATURE)
J. Beck

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION:
IF RELYING ON RULE 10b5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

Please sign and return this Rule 144 Seller's Representation Letter for Affiliates

Please review and complete the information below, and sign and return this letter to your Financial Advisor, _____ at the address listed above.

Representations and Agreements

In connection with my order to you to sell ~~7841~~ ^{0.8B} shares of HYLION (the Company), as broker or dealer for my account as permitted by Rule 144 under the Securities Act of 1933, I confirm that:


1. During the three months prior to the date of this letter, a total of ~~7841~~ ^{0.8B} shares of the above security have been sold by me and by any person whose sales must be aggregated with mine as provided in paragraphs (a) and (e) of Rule 144. Neither I, nor to the best of my knowledge any person whose shares must be aggregated with mine, intend to sell any additional shares within the next three months (other than as follows: _____).
2. I am an affiliate of the Company as defined in Rule 144(a)(1).
3. The number of shares which I have ordered you to sell as broker or dealer for my account, combined with the number of shares noted in paragraph (1) above, does not exceed the greater of:
 - a. 1% of the outstanding shares of the class of security, as shown by the most recent report or statement published by the Company, or
 - b. if the security is listed on a national securities exchange and/or NASDAQ, the average weekly reported volume of trading of the security on all national securities exchanges and/or NASDAQ during the four calendar weeks preceding my filing of the Form 144 Notice with the Securities and Exchange Commission (SEC) or, if no notice is required, preceding the receipt of this sell order.
4. I have not agreed to act in concert with any other person in connection with my proposed sale.
5. I have made arrangements to ensure that three executed copies of Form 144 are filed with the SEC, and one copy is filed with the principal stock exchange, if any, where the Securities are traded. I have completed such Form 144 and to the best of my knowledge, the statements made on such Form 144 are complete, true and correct, and I will advise you of any change prior to the execution of my order. It is my *bona fide* intention to sell subject shares within a reasonable time after the filing of the Form 144 and/or receipt of this sell order. If shares have not been

Continued from previous page ...

sold within 90 days of such date, I understand that a new filing will be required.

6. The Company has filed the required periodic reports with the SEC as described in Rule 144 (c)(1).
7. If the securities being sold are "restricted securities" as defined in Rule 144(a)(3), I confirm that I have been the beneficial owner of such securities for a period of six (6) months as provided in paragraph (d) of the Rule.
8. I have not solicited nor arranged for the solicitation of any orders to buy in anticipation of, or in connection with, my proposed sale and I will not do so. I have made no payment to any other person in connection with your execution of my order.
9. I agree to take all steps necessary to effect the timely transfer into deliverable form by the transfer agent of the certificates which I have delivered to you in connection with the proposed sale of any restricted securities. I understand that payment of the proceeds will be delayed until the shares are transferred and delivered free of restriction into UBS Financial Services Inc.'s name.
10. I know of no material development affecting the Company or its business or products which has not been made public.

I certify that the information furnished above is correct and complete to the best of my knowledge, information and belief and in the event that any of the information furnished ceases to be accurate or complete, I will promptly notify UBS Financial Services Inc. in writing.



Signature of Seller

10/13/22

Date

Sherri Balcer

Print