

**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**

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	July 31, 2023
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SEC USE ONLY	
DOCUMENT SEQUENCE NO.	

CUSIP NUMBER

WORK LOCATION

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) HYLIION HOLDINGS		(b) IRS IDENT. NO. 83-2538002	(c) SEC FILE NO. 001-38823	IP CODE		WORK LOCATION
1 (d) ADDRESS OF ISSUER		STREET	CITY	STATE	(e) TELEPHONE NO.	
1200 BMC DRIVE #100		1200 BMC DRIVE #100	CEDAR PARK	TX	78613	ARRA CODE: 8 8 3 NUMBER: 4 9 5 4 4 6 6
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD AXIOMA VENTURES LLC		(b) RELATIONSHIP TO ISSUER Affiliate	(c) ADDRESS STREET 1200 BMC DRIVE #100	CITY CEDAR PARK	STATE TX	ZIP CODE 78613

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		(c) Number of Shares or Other Units To Be Sold <i>(See instr 3(c))</i>	(d) Aggregate Market Value <i>(See instr 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See instr 3(e))</i>	(f) Approximate Date of Sale <i>(See instr 3(f))</i> (MO DAY YR.)	(g) Name of Each Securities Exchange <i>(See instr 3(g))</i>
		Broker-Dealer File Number						
Common <input type="checkbox"/>	ROCKEFELLER CAPITAL ONE TOWN CENTER ROAD SUITE 500 BOCA RATON FL 33486			4,774,293	4,774,293	173,313,427	3/1/2022	NYSE <input type="checkbox"/>
Common <input type="checkbox"/>								
Common <input type="checkbox"/>								

INSTRUCTIONS:

- | | |
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| <p>1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code</p> <p>2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code</p> | <p>3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) 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
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold</p> |
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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 gov. also give date done acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common <input checked="" type="checkbox"/>	08/03/2017	Private Placement <input checked="" type="checkbox"/>	AXIOMA VENTURES	3,768,820	08/03/2017	Cash/Check <input checked="" type="checkbox"/>
Common <input checked="" type="checkbox"/>	01/16/2001	Private Placement <input checked="" type="checkbox"/>	AXIOMA VENTURES	3,768,820	01/16/2018	Cash/Check <input checked="" type="checkbox"/>
Common <input checked="" type="checkbox"/>	05/30/2018	Private Placement <input checked="" type="checkbox"/>	AXIOMA VENTURES	678	05/30/2018	Cash/Check <input checked="" type="checkbox"/>
Common <input checked="" type="checkbox"/>	06/15/2018	Private Placement <input checked="" type="checkbox"/>	AXIOMA VENTURES	3,090,432	06/15/2018	Cash/Check <input checked="" type="checkbox"/>
		Private Placement <input checked="" type="checkbox"/>				

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
AXIOMA VENTURES LLC 1200 BMC DRIVE #100 CEDAR PARK TX 78613	HYLIION HOLDINGS		See attached	

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

→ 03-01-2022
DATE OF NOTICE
DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10b5-1

[Signature]
(SIGNATURE) ←

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)

Account #
R/L-012332

Registration
Limited Liability Company (LLC)

Primary Account Holder
AXIOMA VENTURES LLC

Account Source
NFS

FBSI Short Name
AXIOMA VEN

Account History for R/L-012332 - 28 Transactions

As of 24-Feb-2022 1:56:32 PM ET

Entry Date	Trade Date	Settlement Date	Transaction Type	Transaction Description	Security ID	Security Description	Quantity	Foreign Quantity	Price	Foreign Price	Net Amount	Foreign Net Amount	Account Type	Commission	Foreign Commission	Mnemonic/Transaction Key
21-Dec-2021	21-Dec-2021	23-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-7,849,000		\$6.190200 USD		\$47,265,150 USD		Cash	\$78.49 USD		- SEL
21-Dec-2021	21-Dec-2021	23-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-18,915,000		\$6.143700 USD		\$103,744,060 USD		Cash	\$169.15 USD		- SEL
21-Dec-2021	21-Dec-2021	23-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-50,000,000		\$6.165000 USD		\$307,241,470 USD		Cash	\$1,000.00 USD		- SEL
21-Dec-2021	21-Dec-2021	23-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-83,085,000		\$6.145000 USD		\$509,547,770 USD		Cash	\$1,000.00 USD		- SEL
21-Dec-2021	21-Dec-2021	23-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-92,351,000		\$6.160800 USD		\$567,927,730 USD		Cash	\$999.98 USD		- SEL
21-Dec-2021	21-Dec-2021	23-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.159300 USD		\$614,919,900 USD		Cash	\$1,000.00 USD		- SEL
18-Dec-2021	15-Dec-2021	17-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.050000 USD		\$604,489,940 USD		Cash	\$500.02 USD		- SEL
18-Dec-2021	15-Dec-2021	17-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.070100 USD		\$605,999,950 USD		Cash	\$1,000.00 USD		- SEL
15-Dec-2021	15-Dec-2021	17-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.150100 USD		\$613,999,910 USD		Cash	\$1,000.00 USD		- SEL
14-Dec-2021	14-Dec-2021	16-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-50,000,000		\$6.180000 USD		\$308,491,470 USD		Cash	\$500.00 USD		- SEL
14-Dec-2021	14-Dec-2021	16-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.072500 USD		\$606,239,950 USD		Cash	\$1,000.00 USD		- SEL
14-Dec-2021	14-Dec-2021	16-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.070100 USD		\$606,499,920 USD		Cash	\$500.03 USD		- SEL
14-Dec-2021	14-Dec-2021	16-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.100500 USD		\$607,039,930 USD		Cash	\$3,000.00 USD		- SEL
14-Dec-2021	14-Dec-2021	16-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.200000 USD		\$618,989,880 USD		Cash	\$1,000.00 USD		- SEL
14-Dec-2021	14-Dec-2021	16-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.200000 USD		\$618,989,880 USD		Cash	\$1,000.00 USD		- SEL
09-Dec-2021	09-Dec-2021	13-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-8,404,000		\$6.470000 USD		\$53,862,410 USD		Cash	\$504.24 USD		- SEL
09-Dec-2021	09-Dec-2021	13-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-50,000,000		\$6.450000 USD		\$319,491,400 USD		Cash	\$3,000.00 USD		- SEL
09-Dec-2021	09-Dec-2021	13-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-50,000,000		\$6.460000 USD		\$319,991,400 USD		Cash	\$3,000.00 USD		- SEL

Account # RJL-012332 Registration Limited Liability Company (LLC) Primary Account Holder AXIOMA VENTURES LLC Account Source NFS FBI Short Name AXIOMA VEN

Entry Date	Trade Date	Settlement Date	Transaction Type	Transaction Description	Security ID	Security Description	Quantity	Foreign Quantity	Price	Foreign Price	Net Amount	Foreign Net Amount	Account Type	Commission	Foreign Commission	Mnemonic/Transaction Key
09-Dec-2021	09-Dec-2021	13-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-50,000,000		\$6.466700 USD		\$320,326,400 USD		Cash	\$3,000.00 USD		- SEL
09-Dec-2021	09-Dec-2021	13-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-100,000,000		\$6.504500 USD		\$647,439,730 USD		Cash	\$3,000.00 USD		- SEL
08-Dec-2021	08-Dec-2021	10-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-20,000,000		\$6.551200 USD		\$129,016,380 USD		Cash	\$2,000.00 USD		- SEL
08-Dec-2021	08-Dec-2021	10-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-25,000,000		\$6.570400 USD		\$161,752,210 USD		Cash	\$2,500.00 USD		- SEL
08-Dec-2021	08-Dec-2021	10-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-30,000,000		\$6.505000 USD		\$192,142,050 USD		Cash	\$3,000.00 USD		- SEL
08-Dec-2021	08-Dec-2021	10-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-35,000,000		\$6.530200 USD		\$225,048,890 USD		Cash	\$3,500.00 USD		- SEL
08-Dec-2021	08-Dec-2021	10-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-40,000,000		\$6.567900 USD		\$258,707,710 USD		Cash	\$4,000.00 USD		- SEL
08-Dec-2021	08-Dec-2021	10-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-50,000,000		\$6.520600 USD		\$321,021,380 USD		Cash	\$5,000.00 USD		- SEL
08-Dec-2021	08-Dec-2021	10-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-50,000,000		\$6.580800 USD		\$324,031,370 USD		Cash	\$5,000.00 USD		- SEL
08-Dec-2021	08-Dec-2021	10-Dec-2021	Sell	YOU SOLD UNSOLICITED ORDER AVERAGE PRICE TRADE	HYLN	HYLIION HOLDINGS CORP COMMON STOCK	-50,000,000		\$6.590300 USD		\$324,506,360 USD		Cash	\$5,000.00 USD		- SEL

Clearing, custody, and other services provided by National Financial Services LLC Member NYSE SIPC, 200 Seaport Boulevard, Boston, MA 02210