

# FORM 4

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

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person Athena Technology Sponsor LLC			2. Issuer Name and Ticker or Trading Symbol Athena Technology Acquisition Corp. [ATHN.U]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____		
(Last) (First) (Middle) C/O ATHENA TECHNOLOGY ACQUISITION CORP., 125 TOWNPARK DRIVE, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 04/30/2021					
(Street) KENNESAW, GA 30144			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)			

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

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**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 Underlying Securities (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				
Class B Common Stock	(1)	04/30/2021		(2)		1,250,000	(1)	(1)	Class A Common Stock	1,250,000	\$ 0	8,566,667 (3)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Athena Technology Sponsor LLC C/O ATHENA TECHNOLOGY ACQUISITION CORP. 125 TOWNPARK DRIVE, SUITE 300 KENNESAW, GA 30144		X		
Newhouse Phyllis W. 125 TOWNPARK DRIVE, SUITE 300 KENNESAW, GA 30144	X	X	Chief Executive Officer	
Freidheim Isabelle D. 125 TOWNPARK DRIVE, SUITE 300 KENNESAW, GA 30144	X	X	Chairman of the BOD	

## Signatures

/s/ Isabelle Freidheim, as Managing Member of Athena Technology Sponsor LLC	04/30/2021
Signature of Reporting Person	Date
/s/ Phyllis W. Newhouse	04/30/2021
Signature of Reporting Person	Date
/s/ Isabelle Freidheim	04/30/2021

## Explanation of Responses:

\* 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).

- (1) The shares of Class B common stock will automatically convert into shares of Class A common stock upon the consummation of the Issuer's initial business combination on a one-for-one basis. The Class B common stock has no expiration date.
- (2) As contemplated in connection with the initial public offering of the Issuer, 1,250,000 shares of Class B common stock of the Issuer were returned by the reporting persons to the Issuer for no consideration and cancelled because the underwriters' over-allotment option was not exercised.
- Athena Technology Sponsor LLC (the "Sponsor") is the record holder of the shares of Class B common stock reported herein. Ms. Newhouse and Ms. Freidheim are the managing members of
- (3) the Sponsor and have voting and investment discretion with respect to the common stock held of record by the Sponsor. Each such person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.

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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