

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>Empower Sponsor Holdings LLC</u> (Last) (First) (Middle) C/O MIDOCEAN PARTNERS 245 PARK AVE., 38TH FLOOR (Street) NEW YORK NY 10167 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Holley Inc. [HLLY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/05/2022	
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			
Common Stock	08/05/2022		J ⁽¹⁾		6,250,000	D	\$0	0	D	
Common Stock	08/05/2022		J ⁽¹⁾		4,170,294	A	\$0	10,245,294	I	By MidOcean Partners V, L.P. ⁽²⁾
Common Stock	08/05/2022		J ⁽¹⁾		20,956	A	\$0	45,956	I	By MidOcean Partners V Executive, L.P. ⁽³⁾
Common Stock	08/05/2022		J ⁽⁴⁾		5,500	D	\$0	10,239,794	I	By MidOcean Partners V, L.P. ⁽²⁾
Common Stock	08/05/2022		J ⁽⁴⁾		5,500	A	\$0	51,456	I	By MidOcean Partners V Executive, L.P. ⁽³⁾

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				
Warrants to purchase Common Stock	\$11.5	08/05/2022		J ⁽¹⁾			4,666,667	10/09/2021	07/16/2026	Common Stock	4,666,667	\$0	0	D	
Warrants to purchase Common Stock	\$11.5	08/05/2022		J ⁽¹⁾		3,980,001		10/09/2021	07/16/2026	Common Stock	3,980,001	\$0	3,980,001	I	By MidOcean Partners V, L.P. ⁽²⁾
Warrants to purchase Common Stock	\$11.5	08/05/2022		J ⁽¹⁾		20,000		10/09/2021	07/16/2026	Common Stock	20,000	\$0	20,000	I	By MidOcean Partners V Executive, L.P. ⁽³⁾

1. Name and Address of Reporting Person* <u>Empower Sponsor Holdings LLC</u> (Last) (First) (Middle) C/O MIDOCEAN PARTNERS 245 PARK AVE., 38TH FLOOR (Street) NEW YORK NY 10167 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*
[MidOcean Partners V, L.P.](#)

(Last) (First) (Middle)
 C/O MIDOCEAN PARTNERS
 245 PARK AVE., 38TH FLOOR

(Street)
 NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[MIDOCEAN PARTNERS V EXECUTIVE, L.P.](#)

(Last) (First) (Middle)
 C/O MIDOCEAN PARTNERS
 245 PARK AVE., 38TH FLOOR

(Street)
 NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[MIDOCEAN ASSOCIATES V, L.P.](#)

(Last) (First) (Middle)
 C/O MIDOCEAN PARTNERS
 245 PARK AVE., 38TH FLOOR

(Street)
 NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ULTRAMAR CAPITAL LTD](#)

(Last) (First) (Middle)
 C/O MIDOCEAN PARTNERS
 245 PARK AVE., 38TH FLOOR

(Street)
 NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[VIRTUE J EDWARD](#)

(Last) (First) (Middle)
 C/O MIDOCEAN PARTNERS
 245 PARK AVE., 38TH FLOOR

(Street)
 NEW YORK NY 10167

(City) (State) (Zip)

Explanation of Responses:

- On August 5, 2022, Empower Sponsor Holdings LLC ("Sponsor") effectuated a distribution of its 6,250,000 shares of common stock, par value \$0.0001 per share (the "Common Stock") of Holley Inc. (the "Issuer") and 4,666,667 warrants to purchase Common Stock (the "Distribution"). As part of the Distribution, (i) 4,170,294 and 20,956 shares of Common Stock were distributed to MidOcean Partners V, L.P. ("MidOcean Partners") and MidOcean Partners V Executive, L.P. ("MidOcean Executive"), respectively, and (ii) 3,980,001 and 20,000 warrants to purchase Common Stock were distributed to MidOcean Partners and MidOcean Executive, respectively. The remaining shares of Common Stock and warrants previously held by Sponsor were distributed to the other members of Sponsor. Following the Distribution, Sponsor no longer beneficially owned any Issuer securities.
- MidOcean Partners is the record holder of the securities reported. The general partner of MidOcean Partners is MidOcean Associates V, L.P. ("MidOcean Associates"). The general partner of MidOcean Associates is Ultramar Capital, Ltd. ("Ultramar"), which is controlled by James Edward Virtue. Each of MidOcean Associates, Ultramar and Mr. Virtue disclaim beneficial ownership of the securities held of record by any other person except to the extent of their respective pecuniary interests therein.
- MidOcean Executive is the record holder of the securities reported. The general partner of MidOcean Executives is MidOcean Associates. The general partner of MidOcean Associates is Ultramar, which is controlled by Mr. Virtue. Each of MidOcean Associates, Ultramar and Mr. Virtue disclaim beneficial ownership of the securities held of record by any other person except to the extent of their respective pecuniary interests therein.
- On August 5, 2022, MidOcean Partners transferred 5,500 shares of Common Stock to MidOcean Executive.

[/s/ Andrew Spring, Chief
 Financial Officer for Empower
 Sponsor Holdings LLC](#) 08/08/2022

[/s/ Andrew Spring, Managing
 Director of GP for MidOcean
 Partners V, L.P.](#) 08/08/2022

[/s/ Andrew Spring, Managing
 Director of GP for MidOcean
 Partners V Executive, L.P.](#) 08/08/2022

<u>/s/ Andrew Spring, Managing Director for MidOcean Associates V, L.P.</u>	<u>08/08/2022</u>
<u>/s/ James Edward Virtue, Chief Executive Officer for Ultramar Capital, LTD.</u>	<u>08/08/2022</u>
<u>/s/ James Edward Virtue</u>	<u>08/08/2022</u>
** 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.