

PROSPECTUS SUPPLEMENT NO. 2
(to prospectus dated April 5, 2022)



**PROSPECTUS FOR
155,874,248 SHARES OF COMMON STOCK
3,150,000 WARRANTS TO PURCHASE SHARES OF COMMON STOCK AND
3,150,000 SHARES OF COMMON STOCK UNDERLYING WARRANTS OF
MARKFORGED HOLDING CORPORATION**

This prospectus supplement no. 2 (this “prospectus supplement”) amends and supplements the prospectus dated April 5, 2022 (as supplemented or amended from time to time, the “Prospectus”) which forms a part of our Registration Statement on Form S-1 (Registration Statement No. 333-258775). This prospectus supplement is being filed to update and supplement the information included or incorporated by reference in the Prospectus with the information contained in our Current Report on Form 8-K (the “Current Report”), filed with the SEC on June 21, 2022. Accordingly, we have attached the Current Report to this prospectus supplement.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our common stock and warrants are listed on the New York Stock Exchange under the symbols “MKFG” and “MKFG WS”, respectively. On June 17, 2022, the closing price of our common stock was \$2.25 per share and the closing price of our warrants was \$0.36 per share.

Investing in our securities involves risks that are described in the “*Risk Factors*” section beginning on page 15 of the Prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 21, 2022.

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): June 21, 2022**

Markforged Holding Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39453
(Commission
File Number)

98-1545859
(I.R.S. Employer
Identification No.)

**480 Pleasant Street
Watertown, MA**
(Address of Principal Executive Offices)

02472
(Zip Code)

(866) 496-1805
(Registrant's Telephone Number, Including Area Code)
(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol:	Name of Each Exchange on Which Registered:
Common Stock, \$0.0001 par value per share	MKFG	New York Stock Exchange
Redeemable Warrants, each whole warrant exercisable for one share of Common Stock, \$0.0001 par value	MKFG.WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders

On June 21, 2022, Markforged Holding Corporation (the “Company”) held its 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”) to consider and vote on the proposals set forth below, each of which is described in greater detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 29, 2022. A quorum was present and final voting results of the 2022 Annual Meeting are set forth below.

1.Election of Directors.

The Company’s common stockholders elected each of the Company’s three nominees for Class I Directors to serve a term of three years to expire at the 2025 Annual Meeting of stockholders or until their respective successors are duly elected and qualified, as set forth below:

Name	Votes For	Votes Withheld	Broker Non-Votes
Edward Anderson	89,071,762	20,876,031	39,145,664
Michael Medici	89,278,968	20,668,825	39,145,664
Antonio Rodriguez	87,561,552	22,386,241	39,145,664

2.Ratification of the appointment of Independent Registered Public Accounting Firm.

The Company’s common stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s auditors for the year ending December 31, 2022, as follows:

Votes For	Votes Against	Votes Withheld	Broker Non-Votes
149,040,865	44,044	8,548	-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 21, 2022

MARKFORGED HOLDING CORPORATION

By: /s/ Stephen Karp
Stephen Karp
General Counsel and Secretary
