
**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): September 17, 2024**

Markforged Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39453
(Commission
File Number)

92-3037714
(I.R.S. Employer
Identification No.)

60 Tower Road
Waltham, MA
(Address of Principal Executive Offices)

02451
(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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 17, 2024, Markforged Holding Corporation (the “Company”), filed a Certificate of Amendment (the “Certificate of Amendment”) to its Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a 1-for-10 reverse stock split (the “Reverse Split”) of shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), as of 12:01 a.m., Eastern Time, on September 19, 2024 (the “Effective Time”), and an associated proportional reduction in the number of shares of Common Stock the Company is authorized to issue from 1,000,000,000 to 100,000,000 (the “Authorized Capital Change”). On September 19, 2024, the Common Stock began trading on the New York Stock Exchange on a split-adjusted basis under a new CUSIP number 57064N201. The Common Stock continues to trade under the symbol “MKFG”.

At the Company’s annual meeting of stockholders held on June 18, 2024, the Company’s stockholders granted the Company’s Board of Directors (the “Board”) the discretion to effect (i) a reverse stock split at a ratio ranging from 1-for-5 to 1-for-10, inclusive, with such ratio and the timing of the reverse stock split to be determined by the Board in its sole discretion (but in no event later than December 31, 2024) and (ii) the Authorized Capital Change. Subsequently, on August 13, 2024, the Board approved the Reverse Split and the Authorized Capital Change.

As a result of the Reverse Split, every ten (10) shares of the Common Stock as of the Effective Time automatically converted into one (1) share of Common Stock, but without any change in the par value per share. Pursuant to the Authorized Capital Change, the number of shares of Common Stock the Company is authorized to issue was reduced from 1,000,000,000 to 100,000,000. Immediately following the Effective Time, the number of outstanding shares of Common Stock was proportionally reduced from approximately 203 million to approximately 20.3 million, subject to adjustment to give effect to the treatment of any fractional shares that stockholders would have received as a result of the Reverse Split. No fractional shares were issued in connection with the Reverse Split, and stockholders who would have otherwise been entitled to a fractional share received an additional fraction of a share such that they own a whole number of shares of Common Stock post-Reverse Split.

In connection with effectuating the Reverse Split, proportional adjustments were also made to the number of shares of Common Stock awarded and available for issuance under the Company’s equity incentive plans, as well as the exercise price and the number of shares of Common Stock issuable upon the exercise or conversion of the Company’s outstanding stock options, restricted stock units and other equity securities under the Company’s equity incentive plans. Additionally, all outstanding warrants were adjusted in accordance with their terms, which, among other changes to the warrant terms, resulted in proportionate adjustments being made to the number of shares of Common Stock issuable upon exercise of such warrants and to the exercise and redemption prices of such warrants. Specifically, as a result of the Reverse Split, every ten (10) shares of Common Stock purchasable pre-Reverse Split pursuant to the exercise of public warrants now represents one (1) share of Common Stock that may be purchased pursuant to such warrants. Accordingly, for the Company’s warrants trading under the symbol “MKFG WS”, every ten (10) warrants exercisable pre-Reverse Split are now exercisable for one (1) share of Common Stock at an exercise price of \$115.00 per share of Common Stock.

Continental Stock Transfer & Trust Company (“Continental”), the Company’s transfer agent, acted as the exchange agent for the Reverse Split. The Reverse Split affected all stockholders uniformly, except that no fractional shares were issued in connection with the Reverse Split, and stockholders who would have otherwise been entitled to a fractional share received an additional fraction of a share such that they own a whole number of shares of Common Stock post-Reverse Split. Stockholders of record owning their shares in book-entry will be receiving a transaction statement from Continental regarding their Common Stock ownership post-Reverse Split and are not required to take any action to receive post-split shares. Stockholders owning shares through a bank, broker, custodian or other nominee will have their positions automatically adjusted to reflect the Reverse Split, subject to the holding entity’s particular processes; such stockholders are not required to take any action to receive post-split shares. However, these banks, brokers, custodians or other nominees may have different procedures than Continental for processing the Reverse Split. If a stockholder holds shares of Common Stock with a bank, broker, custodian or other nominee and has any questions in this regard, stockholders are encouraged to contact their bank, broker, custodian or other nominee for more information.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of Markforged Holding Corporation, dated September 17, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

MARKFORGED HOLDING CORPORATION

Date: September 19, 2024

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

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
MARKFORGED HOLDING CORPORATION**

Markforged Holding Corporation (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify:

1. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to the Certificate of Incorporation (this “Certificate of Amendment”) amends the provisions of the Certificate of Incorporation of the Corporation, as amended (the “Charter”).
2. This Certificate of Amendment has been approved and duly adopted by the Corporation’s Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.
3. Upon this Certificate of Amendment becoming effective, the Charter is hereby amended as follows:

Article IV of the Charter is hereby amended and restated in its entirety to read as follows:

"

ARTICLE IV
CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred million (200,000,000), of which (i) one hundred million (100,000,000) shares shall be a class designated as common stock, par value \$0.0001 per share (the “Common Stock”), and (ii) one hundred million (100,000,000) shares shall be a class designated as preferred stock, par value \$0.0001 per share (the “Preferred Stock”).

Upon the effectiveness of the filing of this Certificate of Amendment (the “2024 Split Effective Time”), every ten (10) shares of Common Stock issued and outstanding or held by the Corporation as treasury shares as of the 2024 Split Effective Time shall automatically, and without any further action on the part of the stockholders, be reclassified as one (1) validly issued, fully paid and non-assessable share of Common Stock, without effecting a change to the par value per share of Common Stock (the “2024 Reverse Split”). If, as a result of the 2024 Reverse Split, any stockholder would receive a fraction of a share of Common Stock, the Board of Directors shall cause to be issued to such stockholder an additional fraction of a share of Common Stock that, together with the fraction resulting from the 2024 Reverse Split, would result in such stockholder having a whole share of Common Stock rather than the fraction otherwise resulting from the 2024 Reverse Split. As of the 2024 Split Effective Time, a certificate(s) representing shares of Common Stock prior to the 2024 Reverse Split shall be deemed to represent the number of post-2024 Reverse Split shares into which the pre-2024 Reverse Split shares were reclassified and combined, together with the additional fraction, if any, issued to result in each holder having a whole number of shares, until surrendered to the Corporation for transfer or exchange. The 2024 Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Common Stock of the Corporation and all references to such Common Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Common Stock shall be deemed to be references to the Common Stock or options or rights to purchase or

acquire shares of Common Stock, as the case may be, after giving effect to the 2024 Reverse Split.

Except as otherwise provided in any certificate of designations of any series of Preferred Stock, the number of authorized shares of the class of Common Stock or Preferred Stock may from time to time be increased or decreased (but not below the number of shares of such class outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding shares of capital stock of the Corporation irrespective of the provisions of Section 242(b)(2) of the DGCL.

The powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below in, this Article IV.”

4. This Certificate of Amendment shall become effective at 12:01 a.m., Eastern Time, on September 19, 2024.

* * * *

IN WITNESS WHEREOF, this Certificate of Amendment has been signed on behalf of the Corporation by its duly authorized officer effective this 17th day of September, 2024.

MARKFORGED HOLDING CORPORATION

By: /s/Shai Terem
Name: Shai Terem
Title: President and Chief Executive Officer
