

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

MARKFORGED HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-154859
(I.R.S. Employer
Identification Number)

480 Pleasant Street
Watertown, MA 02472
(866) 496-1805
(Address of Principal Executive Offices)

Markforged Holding Corporation 2021 Stock Option and Incentive Plan (the "2021 Plan")
Markforged Holding Corporation 2021 Employee Stock Purchase Plan (the "2021 ESPP")
(Full Title of the Plans)

Shai Terem
Chief Executive Officer
Markforged Holding Corporation
480 Pleasant Street
Watertown, MA 02472
(866) 496-1805

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Kenneth J. Gordon, Esq.
Michael J. Minahan, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input checked="" type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|----------------------------------|--|--|-------------------------------|
| Common Stock, \$0.0001 par value per share | 43,900,000 shares(2) | \$7.61(3) | \$334,079,000 | \$36,448.02 |
| Common Stock, \$0.0001 par value per share | 4,700,000 shares(4) | \$6.47(5) | \$30,409,000 | \$3,317.63 |
| Total | 48,600,000 shares | | \$364,488,000 | \$39,765.65 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents 42,500,000 shares of common stock reserved for future issuance under the 2021 Plan and an additional 1,400,000 shares of common stock reserved for future issuance under the 2021 Plan to be used solely and exclusively for the grant of restricted stock units pursuant to the earnout provisions of the Agreement and Plan of Merger, dated as of February 23, 2021, by and among one, Caspian Merger Sub Inc. and MarkForged, Inc. (the “Merger Agreement”). The 2021 Plan provides that an additional number of shares of common stock will automatically be added to the shares of common stock authorized for issuance under the 2021 Plan on January 1 of each year. The number of shares of common stock added each year will be equal to (i) 5% of the number of shares of common stock issued and outstanding on the immediately preceding December 31 or (ii) such lesser amount as determined by the Registrant’s Board of Directors (the “Board”).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on the average of the high and low sale prices of Markforged Holding Corporation’s common stock as reported on the New York Stock Exchange as of September 14, 2021 (such date being within five business days of the date that this Registration Statement was filed with the U.S. Securities and Exchange Commission (the “Commission”).
- (4) Represents 4,700,000 shares of common stock initially reserved for future issuance under the 2021 ESPP. The 2021 ESPP provides that the number of shares of common stock reserved and available for issuance under the 2021 ESPP shall be cumulatively increased on January 1 of each year. The number of shares of common stock increased each year will be equal to the lesser of: (i) 4,700,000 shares of common stock, (ii) 1% of the number of shares of common stock issued and outstanding on the immediately preceding December 31 or (iii) such lesser amount as determined by the Board.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) of the Securities Act, and based on 85% of \$7.61, the average of the high and low sale prices of the common stock as reported on Nasdaq on September 14, 2021 (such date being within five business days of the date that this Registration Statement was filed with the Commission). Pursuant to the 2021 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the fair market value of a share of common stock on the first trading day of the offering period or on the exercise date, whichever is less.

Proposed sales to take place as soon after the effective date of the Registration Statement as awards are granted, exercised or distributed under the above-named plans.

Part I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in this Item 1 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Commission:

- (a) The prospectus filed by the registrant with the Commission pursuant to Rule 424(b) under the Securities Act, on August 12, 2021, relating to the Registration Statement on [Form S-1](#), as amended (File No. 333-258775), which contains the registrant's audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) The registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2021](#) (as filed with the Commission on May 24, 2021) and [June 30, 2021](#) (as filed with the Commission on August 12, 2021);
- (c) The description of the registrant's common stock contained in the registrant's registration statement on [Form 8-A](#) (File No. 000-39453) filed by the registrant with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on August 17, 2020, including any amendments or reports filed for the purpose of updating such description; and
- (d) The registrant's Current Reports on Form 8-K filed with the Commission on [February 24, 2021](#), [May 14, 2021](#), [May 19, 2021](#), [July 15, 2021](#), [July 20, 2021](#), [July 20, 2021](#) and [August 12, 2021](#) (other than information furnished rather than filed).

All documents that the registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

Additionally, our Certificate of Incorporation limits the liability of our directors to the fullest extent permitted by the DGCL, and our Bylaws provide that we will indemnify them to the fullest extent permitted by such law. We have entered into and expect to continue to enter into agreements to indemnify our directors, executive officers and other employees as determined by our board of directors. Under the terms of such indemnification agreements, we are required to indemnify each of our directors and officers, to the fullest extent permitted by the laws of the state of Delaware, if the basis of the indemnitee's involvement was by reason of the fact that the indemnitee is or was our director or officer or was serving at our request in an official capacity for another entity. We must indemnify our officers and directors against all reasonable fees, expenses, charges and other costs of any type or nature whatsoever, including any and all expenses and obligations paid or incurred in connection with investigating, defending, being a witness in, participating in (including on appeal), or preparing to defend, be a witness or participate in any completed, actual, pending or threatened action, suit, claim or proceeding, whether civil, criminal, administrative or investigative, or establishing or enforcing a right to indemnification under the indemnification agreement. The indemnification agreements also require us, if so requested, to advance all fees, expenses and other costs that such director or officer incurred, provided that such person will return any such advance if it is ultimately determined that such person is not entitled to indemnification by us. Any claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 4.1 | <u>Certificate of Incorporation of Markforged Holding Corporation (incorporated by reference to Exhibit 3.2 of Markforged Holding Corporation's Registration Statement on Form S-4 (Reg. No. 333-254973), filed with the Commission on April 1, 2021).</u> |
| 4.2 | <u>By-Laws of Markforged Holding Corporation (incorporated by reference to Exhibit 3.3 of Markforged Holding Corporation's Registration Statement on Form S-4 (Reg. No. 333-254973), filed with the Commission on April 1, 2021).</u> |
| 4.3 | <u>Registration Rights Agreement, dated July 14, 2021, by and between Markforged Corporation, A-Star, and former equityholders of MarkForged, Inc. (incorporated by reference to Exhibit 10.5 of Markforged Holding Corporation's Form 8-K filed on July 20, 2021).</u> |
| 4.4 | <u>Warrant Agreement, dated August 17, 2020, between one and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.4 to one's Registration Statement on Form S-4/A filed June 4, 2021).</u> |
| 5.1* | <u>Opinion of Goodwin Procter LLP.</u> |
| 23.1* | <u>Consent of WithumSmith + Brown, PC.</u> |
| 23.2* | <u>Consent of PricewaterhouseCoopers LLP.</u> |
| 23.3* | <u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u> |

- 24.4* [Power of Attorney \(included on signature page\).](#)
- 99.1 [Markforged Holding Corporation 2021 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.2 to Markforged Holding Corporation's Form 8-K filed on July 20, 2021\)](#)
- 99.2 [Markforged Holding Corporation 2021 Employee Stock Purchase Plan \(incorporated by reference to Exhibit 10.10 of Markforged Holding Corporation's Form 8-K filed on July 20, 2021\).](#)
- 99.3 [Restricted Stock Unit Award Agreement for Non-Employee Directors under the Markforged Holding Corporation 2021 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.24 of one's Registration Statement on Form S-4/A filed June 4, 2021\).](#)
- 99.4 [Restricted Stock Unit Award Agreement for Company Employees under the Markforged Holding Corporation 2021 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.25 of one's Registration Statement on Form S-4/A filed June 4, 2021\).](#)
- 99.5 [Restricted Stock Unit Award Agreement for Consultants under the Markforged Holding Corporation 2021 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.26 of one's Registration Statement on Form S-4/A filed June 4, 2021\).](#)
- 99.6 [Incentive Stock Option Agreement under the Markforged Holding Corporation 2021 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.27 of one's Registration Statement on Form S-4/A filed June 4, 2021\).](#)
- 99.7 [Non-Qualified Stock Option Agreement for Company Consultants under the Markforged Holding Corporation 2021 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.28 of one's Registration Statement on Form S-4/A filed June 4, 2021\).](#)
- 99.8 [Non-Qualified Stock Option Agreement for Company Employees under the Markforged Holding Corporation 2021 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.29 of one's Registration Statement on Form S-4/A filed June 4, 2021\).](#)

* Filed herewith.

Item 9. Undertakings.

(a) The registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) herein do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, State of Massachusetts, on the 20th day of September, 2021.

MARKFORGED HOLDING CORPORATION

By: /s/ Shai Terem
Shai Terem
Chief Executive Officer and Principal Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Shai Terem, Mark Schwartz and Stephen Karp as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following person in the capacities and on the date indicated below.

| Name | Title | Date |
|---|---|--------------------|
| <u>/s/ Shai Terem</u> Shai Terem | <i>Director, President and Chief Executive Officer (Principal Executive Officer)</i> | September 20, 2021 |
| <u>/s/ Mark Schwartz</u> Mark Schwartz | <i>Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</i> | September 20, 2021 |
| <u>/s/ Alan Masarek</u> Alan Masarek | <i>Chairman of the Board</i> | September 20, 2021 |
| <u>/s/ Kevin E. Hartz</u> Kevin E. Hartz | <i>Director</i> | September 20, 2021 |
| <u>/s/ Gregory Mark</u> Gregory Mark | <i>Director</i> | September 20, 2021 |
| <u>/s/ Michael Medici</u> Michael Medici | <i>Director</i> | September 20, 2021 |

| | | |
|---|-----------------|--------------------|
| <u>/s/ Paul Milbury</u> Paul Milbury | <i>Director</i> | September 20, 2021 |
| <u>/s/ Antonio Rodriguez</u> Antonio Rodriguez | <i>Director</i> | September 20, 2021 |
| <u>/s/ Edward Anderson</u> Edward Anderson | <i>Director</i> | September 20, 2021 |
| <u>/s/ Carol Meyers</u> Carol Meyers | <i>Director</i> | September 20, 2021 |



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

September 20, 2021

Markforged Holding Corporation
480 Pleasant St,
Watertown, MA 02472

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 42,500,000 shares (the "Plan Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Markforged Holding Corporation, a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Stock Option and Incentive Plan (the "Plan"), 1,400,000 shares (the "Earnout Shares") of Common Stock that may be issued pursuant to the Plan to be used solely and exclusively for the grant of restricted stock units pursuant to Section 3.5 of the Agreement and Plan of Merger, dated as of February 23, 2021, by and among one, Caspian Merger Sub Inc. and MarkForged, Inc. (the "Merger Agreement"), and 4,700,000 shares (the "ESPP Shares") of Common Stock that may be issued pursuant to the Markforged Holding Corporation 2021 Employee Stock Purchase Plan (the "ESPP").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Plan Shares, Earnout Shares and ESPP Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, Merger Agreement and ESPP, respectively, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in the prospectus constituting a part of this Registration Statement on FormS-8 of our report dated May 13, 2021 relating to the financial statements of one which is incorporated by reference in that prospectus, and to the reference to our Firm under the caption "Experts" in the prospectus.

/s/ WithumSmith+Brown, PC

New York, New York
September 20, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Markforged Holding Corporation of our report dated April 1, 2021 relating to the financial statements of MarkForged Inc., which appears in the Registration Statement on Form S-1 (No. 333-258775) of Markforged Holding Corporation.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
September 20, 2021