

PROSPECTUS SUPPLEMENT NO. 3
(to prospectus dated August 23, 2021)



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. 3 (this “prospectus supplement”) amends and supplements the prospectus dated August 23, 2021 (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, filed with the Securities and Exchange Commission (the “SEC”) on December 13, 2021 (the “Form 8-K”). Accordingly, we have attached the Form 8-K 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 January 10, 2022, the closing price of our common stock was \$5.14 per share and the closing price of our warrants was \$0.82 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 January 11, 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): December 09, 2021

Markforged Holding Corp
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

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

001-39453
(Commission
File Number)

98-1545859
(IRS Employer
Identification No.)

02472
(Zip Code)

Registrant's Telephone Number, Including Area Code: 866496-1805
(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:

- 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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|-------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------------------------------|
| 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 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 1.01 Entry into a Material Definitive Agreement.

On December 9, 2021, Markforged Holding Corporation, through its wholly-owned subsidiary, MarkForged, Inc. (the “Company”) entered into an amendment (the “Amendment”) with Middlesex Property Owner, LLC (the “Landlord”) to the Lease dated as of March 2019 between the Landlord and the Company (as amended by the Amendment, the “Lease”) for the purpose of expanding the Company’s leased manufacturing premises located at 900 Middlesex Turnpike, Billerica, Massachusetts (the “Premises”).

Under the Amendment, the Company leased 21,902 additional square feet of the Premises (the “Expansion Space”), which brings the total leased space of the Premises to 46,902 square feet. Pursuant to the Amendment, the Landlord will fund additional items for improvements to the Expansion Space amounting to \$547,550.

The lease term for the Expansion Space will begin on the earlier of (i) the date the existing tenant vacates the space and (ii) June 1, 2022 (“Commencement Date”). The Lease term for the Premises (including the Expansion space) was extended by 25 months and shall continue through May 31, 2029. The Company will begin paying rent for the Expansion Premises on September 1, 2022, at an initial rate of \$29,203 per month (“Expansion Base Rent”), which will increase in accordance with the schedule set forth in the Amendment, up to \$34,870 per month at the conclusion of the Lease. The Company will continue paying rent for the previously leased space at the rate of \$29,505 per month (together with Expansion Base Rent, “Base Rent”), which will increase in accordance with the schedule set forth in the Amendment, up to \$36,288 per month at the conclusion of the Lease. The Company’s total obligation under the Lease is expected to be approximately \$6.2 million. Throughout the term of the Lease, the Company is responsible for paying certain costs and expenses in addition to Base Rent, as specified in the Lease, including insurance, maintenance costs, taxes, and operating expenses. The Lease includes various covenants, indemnities, defaults, termination rights, and other provisions customary for lease transactions of this nature.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated into this Current Report on Form 8-K by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure contained in “Item 1.01 Entry into a Material Definitive Agreement” of this Current Report on Form 8-K is incorporated into this Item 2.03 by reference.

Item 9.01 Financial Statements and Exhibits.**Exhibit**

| No. | Description |
|------------|------------------------------------------------------------------------------------------------------------------------|
| 10.1 | First Amendment to Lease dated December 7, 2021, by and between 900 Middlesex Property Owner, LLC and MarkForged, Inc. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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 thereunto duly authorized.

MARKFORGED HOLDING CORPORATION

Date: December 13, 2021

By: /s/ Mark Schwartz

Mark Schwartz
Chief Financial Officer