
**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 St.
Watertown, MA**
(Address of Principal Executive Offices)

02472
(Zip Code)

Markforged Holding Corporation 2021 Stock Option and Incentive Plan
(Full Title of the Plan)

Shai Terem
Chief Executive Officer
Markforged Holding Corporation
480 Pleasant St.
Watertown, MA 02472
(Name and address of agent for service)

(866) 496-1805
(Telephone number, including area code, of agent for service)

Copies to:

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

Stephen Karp
General Counsel and Secretary
Markforged Holding Corporation
480 Pleasant St.
Watertown, MA 02472
(866) 496-1805

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
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering (i) an additional 9,299,653 shares of common stock, par value \$0.0001 per share (“Common Stock”) of Markforged Holding Corporation (the “Registrant”) to be issued under the Registrant’s 2021 Stock Option and Incentive Plan (the “2021 Plan”) and (ii) an additional 1,859,930 shares of Common Stock of the Registrant to be issued under the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”), for which a Registration Statement on [Form S-8](#) (File No. 333-259665) relating to the same employee benefit plans is effective.

These additional shares are of the same class as other securities relating to the 2021 Plan and 2021 ESPP for which the Registrant’s Registration Statement on [Form S-8](#) (File No. 333-259665) filed with the Commission on September 20, 2021 is effective.

The information contained in the Registrant’s Registration Statement on [Form S-8](#) (File No. 333-259665) is hereby incorporated by reference pursuant to General Instruction E to Form S-8. Only those items of Form S-8 containing new information not contained in the earlier registration statement is presented herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the SEC by the Registrant on July 20, 2021 (File No. 001-39453)).
4.2	Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K, filed with the SEC by the Registrant on July 20, 2021 (File No. 001-39453)).
4.3	Specimen stock certificate evidencing the shares of common stock (Incorporated by reference to Exhibit 4.5 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-258775)).
5.1*	Opinion of Goodwin Procter LLP.
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	2021 Stock Option and Incentive Plan and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.23 and Exhibit 10.24 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-258775)).
99.2	2021 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.30 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-258775)).
107*	Filing Fee Table.

* Filed Herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 March 31, 2022.

MARKFORGED HOLDING CORPORATION

/s/ Shai Terem

Name: Shai Terem

Title: *Chief Executive Officer*

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints 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 Securities and Exchange 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 of 1933, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Shai Terem</u> Shai Terem	Director, President, and Chief Executive Officer (Principal Executive Officer)	March 31, 2022
<u>/s/ Mark Schwartz</u> Mark Schwartz	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 31, 2022
<u>/s/ Edward Anderson</u> Edward Anderson	Director	March 31, 2022
<u>/s/ Kevin Hartz</u> Kevin Earnest Hartz	Director	March 31, 2022
<u>/s/ Michael Medici</u> Michael Medici	Director	March 31, 2022
<u>/s/ Paul Milbury</u> Paul Milbury	Director	March 31, 2022
<u>/s/ Antonio Rodriguez</u> Antonio Rodriguez	Director	March 31, 2022

/s/ Carol Meyers
Carol Meyers

Director

March 31, 2022

/s/ Alan Masarek
Alan Masarek

Director and Chairman of the Board

March 31, 2022



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

March 31, 2021

Markforged Holding Corporation
480 Pleasant Street
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 11,159,584 shares (the "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 and 2021 Employee Stock Purchase Plan (the "Plans").

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 Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, 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 incorporation by reference in this Registration Statement on FormS-8 of Markforged Holding Corporation of our report dated March 31, 2022 relating to the financial statements, which appears in Markforged Holding Corporation's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 31, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Markforged Holding Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2021 Stock Option and Incentive Plan Common Stock, \$0.0001 par value per share	457(c) and (h)	9,299,653 shares(2)	\$4.04(3)	\$37,570,598.12	\$0.0000927	\$3,482.80
Equity	2021 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	457(c) and (h)	1,859,931 shares(4)	\$3.43(5)	\$6,379,563.33	\$0.0000927	\$591.39
Total Offering Amounts					\$43,950,161.45		—
Total Fee Offsets							—
Net Fee Due							\$4,074.19

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, \$0.0001 par value per share (the “Common Stock”), of Markforged Holding Corporation (the “Registrant”) which become issuable under the Registrant’s 2021 Stock Option and Incentive Plan (the “2021 Plan”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”), 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 the Registrant’s 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 an automatic increase to the number of shares of Common Stock reserved for issuance under the 2021 Plan on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2021 Plan automatically increases on January 1 of each year by an amount 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 Administrator (as such term is defined in the 2021 Plan). Shares available for issuance under the 2021 Plan were previously registered on a Registration Statement on Form S-8 (File No. 333-259665) filed with the Securities and Exchange Commission on September 20, 2021.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, and based on \$4.04, the average of the high and low prices for the Common Stock as reported on the New York Stock Exchange on March 28, 2022.
- (4) Represents an automatic increase to the number of shares of Common Stock reserved for issuance under the 2021 ESPP on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2021 ESPP automatically increases on January 1 of each year by an amount 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 Administrator (as such term is defined in the 2021 ESPP). Shares available for issuance under the 2021 ESPP were previously registered on a Registration Statement on Form S-8 (File No. 333-259665) filed with the Securities and Exchange Commission on September 20, 2021.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based on 85% of \$4.04, the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on March 28, 2022. 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.