
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

MARKFORGED HOLDING CORPORATION

(Name of Issuer)

Common stock, \$0.0001 par value per share
(Title of Class of Securities)

57064N102
(CUSIP Number)

Gregory Mark
c/o Markforged Holding Corporation
480 Pleasant Street
Watertown, MA 02472
(866) 496-1805

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 5, 2022
(Date of Event Which Requires Filing of Statement on Schedule 13D)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See§240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1)	Name of Reporting Person: Gregory Mark	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): PF, OO	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 6,660,428
	(8)	Shared Voting Power
	(9)	Sole Dispositive Power 6,660,428
	(10)	Shared Dispositive Power
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 6,660,428	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 3.5% (1)	
(14)	Type of Reporting Person (See Instructions): IN	

- (1) Pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the percent of class was calculated based on 187,917,406 shares of Common Stock outstanding as of April 22, 2022, as reported by the Issuer in its Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2022.

Except as set forth in this Amendment No.2 (this "Amendment"), the initial Schedule 13D that was filed on January 28, 2022, as amended by Amendment No. 1 thereto filed on April 13, 2022 (collectively, the "Initial Filing"), remains in effect, and capitalized terms used herein but not defined herein have such respective meanings, as defined in such Initial Filing. The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The information set forth in the Exhibits to the Initial Filing is expressly incorporated herein by reference and the response to each Item of this Amendment is qualified in its entirety by the provisions of such Exhibits.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended to add the text set forth below after the last paragraph thereof:

Between April 13, 2022 and May 5, 2022, the Reporting Person sold an aggregate 1,627,620 shares of Common Stock as described in Item 5(c) below. In addition, on May 5, 2022, the Reporting Person transferred an aggregate of 6,000,000 shares of Common stock to The Gregory Mark 2022 Grantor Retained Annuity Trust #2, over which the Reporting Person does not, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise, exercise any voting or investment power.

As of May 5, 2022, the Reporting Person may be deemed to beneficially own 6,660,428 shares of Common Stock of the Issuer as reflected in this Amendment.

ITEM 4. PURPOSE OF TRANSACTION

Item 3 is hereby amended to replace the second sentence of the last paragraph thereof with the text set forth below:

As reported in this Amendment, as of May 5, 2022 the Reporting Person may be deemed to beneficially own 6,660,428 shares of Common Stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a) and (b) of Item 5 are hereby amended and restated in their entirety as follows:

(a) and (b)

- Amount beneficially owned: 6,660,428
- Percent of Class: 3.5%
- Number of shares the Reporting Person has:
 - Sole power to vote or direct the vote: 6,660,428
 - Shared power to vote: 0
 - Sole power to dispose or direct the disposition of: 6,660,428
 - Shared power to dispose or direct the disposition of: 0

The share amount reported herein consists of 6,543,228 shares of Common Stock held by the Reporting Person and an option to purchase 117,200 shares of Common Stock held by the Reporting Person.

The above percentage is based on 187,917,406 shares of Common Stock outstanding as of April 22, 2022, as reported by the Issuer in its Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2022.

Paragraph (c) of Item 5 is hereby amended to add the following paragraph at the end thereof:

Except as described in Item 3 above and in this Item 5(c), the Reporting Person has not effected any transactions in the Common Stock during the 60-day period ended May 5, 2022. Annex A-1 attached hereto sets forth the transactions in the Common Stock (other than the transfer to The Gregory Mark 2022 Grantor Retained Annuity Trust #2 described in Item 3 above) that were effected during the 60-day period ended May 5, 2022 and that were not previously reported in the Initial Filing. The transactions in the Common Stock described on Annex A-1 were effected on securities exchanges unless otherwise indicated therein.

Item 5 is hereby amended to add the following paragraph as paragraph (e) thereof:

(e) On May 5, 2022 the Reporting Person ceased to be the beneficial owner of more than 5% of the Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 6, 2022

/s/ Gregory Mark
Gregory Mark

Annex A-1

Transactions in Common Stock
(Period From April 13, 2022 to May 5, 2022)

Reporting Person	Trade Date	Amount	Trade Price	Buy/Sell	Execution Type
Gregory Mark	April 13, 2022	58,640	\$ 3.9297 ⁽¹⁾	Sell	NYSE
Gregory Mark	April 14, 2022	47,290	\$ 3.7886 ⁽²⁾	Sell	NYSE
Gregory Mark	April 18, 2022	107,179	\$ 3.6422 ⁽³⁾	Sell	NYSE
Gregory Mark	April 19, 2022	75,882	\$ 3.5765 ⁽⁴⁾	Sell	NYSE
Gregory Mark	April 20, 2022	77,370	\$ 3.5010 ⁽⁵⁾	Sell	NYSE
Gregory Mark	April 21, 2022	94,817	\$ 3.4908 ⁽⁶⁾	Sell	NYSE
Gregory Mark	April 22, 2022	71,940	\$ 3.4859 ⁽⁷⁾	Sell	NYSE
Gregory Mark	April 26, 2022	100,300	\$ 3.4061 ⁽⁸⁾	Sell	NYSE
Gregory Mark	April 27, 2022	132,175	\$ 3.4109 ⁽⁹⁾	Sell	NYSE
Gregory Mark	April 28, 2022	139,081	\$ 3.3833 ⁽¹⁰⁾	Sell	NYSE
Gregory Mark	April 29, 2022	128,914	\$ 3.4670 ⁽¹¹⁾	Sell	NYSE
Gregory Mark	May 2, 2022	149,415	\$ 3.4527 ⁽¹²⁾	Sell	NYSE
Gregory Mark	May 3, 2022	162,156	\$ 3.4159 ⁽¹³⁾	Sell	NYSE
Gregory Mark	May 4, 2022	186,546	\$ 3.3201 ⁽¹⁴⁾	Sell	NYSE
Gregory Mark	May 5, 2022	95,915	\$ 3.2667 ⁽¹⁵⁾	Sell	NYSE

- (1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.83 to \$4.00. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.75 to \$3.92. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.57 to \$3.77. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.51 to \$3.67. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.42 to \$3.59. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (6) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.43 to \$3.59. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (7) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.41 to \$3.55. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (8) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.32 to \$3.70. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

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- (9) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.36 to \$3.46. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (10) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.25 to \$3.51. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (11) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.39 to \$3.64. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (12) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.36 to \$3.54. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (13) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.325 to \$3.57. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (14) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.19 to \$3.42. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (15) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.20 to \$3.42. The Reporting Person undertakes to provide the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.