
**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): June 2, 2023

Markforged Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39453
(Commission
File Number)

98-1545859
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 2, 2023, Kevin Hartz informed the Board of Directors (the “Board”) of Markforged Holding Corporation (the “Company”) of his resignation from the Board as a Class III Director and as a member of the Compensation Committee of the Board effective immediately. Mr. Hartz’s departure was not due to any disagreements with the Company.

In connection with Mr. Hartz’s resignation, on June 5, 2023, the Board appointed Alan Masarek to the Compensation Committee of the Board, effective immediately.

On June 5, 2023, upon the recommendation of the Nominating and Corporate Governance Committee of the Board, the Board appointed Aaron VanDevender to the Board as a Class III director for the term expiring on the date of the annual meeting of the stockholders to be held in 2024 and until his successor is duly elected and qualified, or until his earlier resignation or removal, effective immediately, to fill the vacancy resulting from Mr. Hartz’s resignation. The Board has determined that Mr. VanDevender qualifies as an independent director under the listing standards of the New York Stock Exchange. The Board has not yet determined committee assignments for Mr. VanDevender.

As a non-employee director, Mr. VanDevender will be compensated for his service on the Board in accordance with the Company’s director compensation arrangements applicable to the Company’s non-employee directors, as more fully described in the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 28, 2023. In accordance with those arrangements, Mr. VanDevender will receive a retainer of \$50,000 per year for his service on the Board. In addition, on June 5, 2023 the Board approved an equity award of restricted stock units for Mr. VanDevender pursuant to the Company’s 2021 Stock Option and Incentive Plan having a value of \$300,000. The restricted stock unit award is scheduled to vest in three equal annual installments, subject to Mr. VanDevender’s continued service through each vesting date.

The Company will also enter into an indemnification agreement with Mr. VanDevender in connection with his appointment to the Board, which is in substantially the same form as that entered into with the other directors of the Company. There are no other arrangements or understandings between Mr. VanDevender and any other persons pursuant to which he was selected as a director. Additionally, Mr. VanDevender has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On June 5, 2023, the Company issued a press release announcing Mr. Hartz’s departure from the Board and the appointment of Mr. VanDevender. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by the Company on June 5, 2023, furnished herewith.
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 hereunto duly authorized.

MARKFORGED HOLDING CORPORATION

Date: June 5, 2023

By: /s/ Stephen Karp
Stephen Karp
General Counsel

Markforged Announces Changes to the Board of Directors

- **Aaron VanDevender appointed to the Board of Directors to replace Kevin Hartz**
- **Board Chairman Alan Masarek appointed to the Compensation Committee**

Waltham, Mass. – June 5, 2023 – Markforged Holding Corporation (NYSE: MKFG), the company strengthening manufacturing resiliency by enabling industrial production at the point of need, today announced the appointments of Aaron VanDevender to the Board of Directors and Board Chairman Alan Masarek to the Compensation Committee. Additionally, Kevin Hartz announced his resignation and amicable departure from the Board of Directors.

“Thanks to Kevin, Markforged was able to get access to public capital markets and fund its accelerated innovation efforts. Over the last two years Kevin also helped us navigate through a challenging macroenvironment while prioritizing the organic and inorganic R&D investments that are powering our preparations for the biggest launch of products in our history. I am grateful to Kevin for lending his keen insight and unwavering support to Markforged since joining the Board. I wish him the best of luck in his future endeavors,” said Shai Terem, Markforged’s President and Chief Executive Officer.

Alan Masarek, Chairman of the Board commented, “On behalf of Markforged, we thank Kevin for all of his contributions to the Company and wish Aaron a warm welcome to the Board.”

Terem added, “We are truly delighted to have Aaron join the Board at this pivotal time for Markforged. His deep understanding of foundational technology and proven ability from his time as Chief Scientist of the Founders Fund to identify products that can disrupt entire industries complements our existing Board. I look forward to having his insight and guidance to help Markforged execute our strategic plan.”

Hartz’s departure is not related to any disagreements concerning operating, accounting or financial reporting matters.

About Markforged

Markforged (NYSE:MKFG) is enabling more resilient and flexible supply chains by bringing industrial 3D printing right to the factory floor. Our additive manufacturing platform The Digital Forge allows manufacturers to create strong, accurate parts in both metal and advanced composites. With over 10,000 customers in 70+ countries, we’re bringing on-demand industrial production to the point of need. We are headquartered in Waltham, Mass where we design the hardware, software and advanced materials that makes The Digital Forge reliable and easy to use. To learn more, visit www.markforged.com.

Special Note Regarding Forward-Looking Statements

This press release contains forward-looking statements that are based on beliefs and assumptions and on information currently available. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “strategy,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “ongoing,” “opportunity” or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although Markforged believes that it has a reasonable basis for each forward-looking statement contained in this press release, Markforged cautions you that these statements are based on a combination of facts and factors currently known by it and its projections of the future, about which it cannot be certain. Forward-looking statements in this press release include, but are not limited to, the effect of the Board of Directors transition on Markforged and the timing and impact of any product launches by Markforged. Markforged cannot assure you that the forward-looking statements in this press release will prove to be accurate. These forward looking statements are subject to a number of risks and uncertainties, including, among others, general economic, political and business conditions; the ability of Markforged to maintain its listing on the New York Stock Exchange; the effect of COVID-19 on Markforged’s business and financial results; the outcome of any legal proceedings against Markforged; and those factors discussed under the header “Risk Factors” in Markforged’s most recent periodic and other filings with the SEC. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that Markforged will achieve its objectives and plans in any specified time frame, or at all. The forward-looking statements in this press release represent Markforged’s views as of the date of this press release. Markforged anticipates that subsequent events and developments will cause its views to change. However, while Markforged may elect to update these forward-looking statements at some point in the future, Markforged has no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing Markforged’s views as of any date subsequent to the date of this press release.

Contacts

Investors

Austin Bohlig, Director of Investor Relations

investors@markforged.com

Media

Sam Manning, Principal Public Relations Manager

press@markforged.com