
**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): January 2, 2025

Markforged Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39453
(Commission
File Number)

92-3037714
(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
Warrants to purchase one share of Common Stock, each at an exercise price of \$115.00 per share	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 7.01 Regulation FD Disclosure.

On January 2, 2025, Markforged Holding Corporation (the “Company”) issued a press release relating to a complaint filed in the Delaware Court of Chancery in connection with its pending merger with Nano Dimension Ltd. (“Nano”) in which the Company is named as a defendant. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information in 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.

Forward-Looking Statements

Any statements in this communication about the Company’s future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995.

Such statements are subject to risks and uncertainties and actual results may differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include statements relating to the pending litigation against the Company and Nano, the proposed transaction between the Company and Nano, the ability of the Company and Nano to complete the transactions contemplated by the Agreement and Plan of Merger (the “Merger Agreement”), entered into by and among the Company, Nano and Nano US II, Inc., an indirect, wholly-owned subsidiary of Nano (“Merger Sub”), pursuant to which Merger Sub will merge with and into the Company (the “Merger”), including the parties’ ability to satisfy the conditions to the consummation of the Merger contemplated thereby and the other conditions set forth in the Merger Agreement, including receipt of certain regulatory approvals by applicable governmental authorities, and all other statements other than statements of historical fact that address activities, events or developments that the Company intends, expects, projects, believes or anticipates will or may occur in the future. Such statements are based on management’s beliefs and assumptions made based on information currently available to management. All statements in this communication, other than statements of historical fact, are forward-looking statements that may be identified by the use of the words “outlook,” “guidance,” “expects,” “believes,” “anticipates,” “should,” “estimates,” “may,” “will,” “intends,” “projects,” “could,” “would,” “estimate,” “potential,” “continue,” “plan,” “target,” or the negative of these words or similar expressions. These forward-looking statements involve known and unknown risks and uncertainties, which may cause the Company’s actual results and performance to be materially different from those expressed or implied in the forward-looking statements. Factors and risks that may cause the Company’s or Nano’s actual results or performance to be materially different from those expressed or implied in the forward-looking statements include, but are not limited to: (i) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement; (ii) the effect of the announcement of the proposed transaction on the ability of the Company to operate its business and retain and hire key personnel and to maintain favorable business relationships; (iii) the ability of the parties to consummate the proposed transaction in a timely manner or at all; (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement; (v) the satisfaction (or waiver) of closing conditions to the consummation of the proposed transaction, including the receipt of required regulatory approvals; (vi) the response of competitors, suppliers and customers to the proposed transaction; (vii) risks associated with the disruption of management’s attention from ongoing business operations due to the proposed transaction; (viii) significant costs associated with the proposed transaction; (ix) potential litigation relating to the proposed transaction; (x) restrictions during the pendency of the proposed transaction that may impact the Company’s ability to pursue certain business opportunities; and (xi) other risks, uncertainties and factors discussed and described in reports filed with the Securities and Exchange Commission (“SEC”) by the Company and Nano from time to time, including those under the heading “Risk Factors” in their respective most recently filed reports on Form 10-K, 10-Q or 20-F, as applicable, and subsequent filings with the SEC.

The forward-looking statements included in this communication are made only as of the date hereof. The Company undertakes no obligation to update any forward-looking statements to reflect subsequent events or circumstances, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release Issued by the Registrant on January 2, 2025, 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

Dated: January 2, 2025

By: /s/ Assaf Zipori
Assaf Zipori
Chief Financial Officer

Markforged Announces Litigation Brought Relating to Its Pending Merger with Nano

WALTHAM, Mass., January 2, 2025 – Markforged Holding Corporation (“Markforged”) (NYSE: MKFG), the company strengthening manufacturing resiliency by enabling industrial production at the point of need, announced today that a complaint has been filed relating to its pending merger with Nano Dimension Ltd. (“Nano”) in which Markforged is named as a defendant.

As previously announced, on September 25, 2024, Markforged entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Nano pursuant to which Nano will, subject to the terms and conditions in the Merger Agreement, acquire all outstanding shares of Markforged (the “Merger”), with Markforged surviving the Merger as an indirect wholly-owned subsidiary of Nano. Completing the transaction is subject to certain closing conditions, including required regulatory approvals, and as of January 2, 2025, Markforged has obtained approval for all regulatory filings required pursuant to the Merger Agreement except for its filing with the Committee on Foreign Investment in the United States.

On December 31, 2024, Desktop Metal, Inc. (“Desktop Metal”) filed a complaint captioned *Desktop Metal, Inc. v. Nano Dimension Ltd., et al.* in the Delaware Court of Chancery in which Nano and Markforged are among the named defendants (the “Complaint”). The Complaint generally alleges that Nano breached the terms of its merger agreement with Desktop Metal by subsequently entering into the Merger Agreement with Markforged, and that closing the Merger prior to the pending merger between Desktop Metal and Nano (the “Desktop Metal Merger”) would jeopardize the parties’ ability to close the Desktop Metal Merger. In the Complaint, Desktop Metal is seeking, among other forms of relief, an order from the court enjoining consummation of the Merger until the Desktop Metal Merger has closed.

While Markforged cannot make an assessment as to the outcome of the lawsuit at this time, Markforged believes that Desktop Metal’s claims and requested relief against Markforged are without merit and intends to vigorously defend against them.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 and other Federal securities laws. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and similar expressions or variations of such words are intended to identify forward-looking statements. Specifically this press release includes statements regarding: (i) the ability of Markforged and Nano to complete the transactions contemplated by the Merger Agreement, including the parties’ ability to satisfy the conditions to the consummation of the Merger contemplated thereby, (ii) the potential effects of the Complaint on the consummation of the Merger, (iii) the impact of the combination of Desktop Metal, Nano and Markforged, (iv) Markforged’s beliefs regarding the merits of the Complaint and its ability to defend the allegations in the Complaint and (v) Nano’s or Markforged’s objectives, plans and strategies. Because such statements deal with future events and are based on Nano’s and Markforged’s current expectations, they are subject to various risks and uncertainties. The acquisition is subject to closing conditions, some of which are beyond

the control of Nano or Markforged. Actual results, performance, or achievements of Nano or Markforged could differ materially from those described in or implied by the statements in this press release. The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including (i) the ultimate outcome of the proposed transaction between Nano and Markforged, including the impact, if any, of the Complaint on the transaction, (ii) the ultimate outcome of the proposed transaction between Nano and Desktop Metal, (iii) the effect of the announcement of the proposed transaction on the ability of Nano and Markforged to operate their businesses and retain and hire key personnel and to maintain favorable business relationships, (iv) the timing of the proposed transaction, (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the proposed transaction, (vi) the ability to satisfy closing conditions to the completion of the proposed transaction (including regulatory approval), (vii) other risks related to the completion of the proposed transaction and actions related thereto, and (viii) the risks and uncertainties discussed under the heading “Risk Factors” in Nano’s annual report on Form 20-F filed with the SEC on March 21, 2024, and in any subsequent filings with the SEC, and under the heading “Risk Factors” in Markforged’s annual report on Form 10-K filed with the SEC on March 15, 2024, and in any subsequent filings with the SEC. You should note that such combined company information has not been prepared in accordance with and does not purport to comply with Article 11 of Regulation S-X under the U.S. Securities Act of 1933, as amended. Except as otherwise required by law, each of Nano and Markforged undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Media

Sam Manning, Public Relations Manager
sam.manning@markforged.com

Investors

Austin Bohlig, Director of Investor Relations
investors@markforged.com