

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Mark Gregory (Last) (First) (Middle) C/O MARKFORGED HOLDING CORPORATION, 480 PLEASANT STREET (Street) WATERTOWN, MA 02472 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Markforged Holding Corp [MKFG] 3. Date of Earliest Transaction (Month/Day/Year) 01/05/2022 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ Officer (give title below) ___ Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/05/2022		G	V	2,669,863	D	\$ 0	0	I	By: The Gregory Mark Irrevocable Family Trust (U)
Common Stock	01/05/2022		G	V	1,334,932	D	\$ 0	0	I	By: The Gregory Mark 2020 Grantor Retained Annuity Trust (U)
Common Stock	01/14/2022		S		39,741	D	\$ 4.828 (2) (9)	19,262,257	D	
Common Stock	01/18/2022		S		35,472	D	\$ 4.816 (3) (9)	19,226,785	D	
Common Stock	01/19/2022		S		42,598	D	\$ 4.758 (4) (9)	19,184,187	D	
Common Stock	01/20/2022		S		36,228	D	\$ 4.954 (5) (9)	19,147,959	D	
Common Stock	01/21/2022		S		156,474	D	\$ 4.868 (6) (9)	18,991,485	D	
Common Stock	01/24/2022		S		122,967	D	\$ 4.309 (7) (9)	18,868,518	D	
Common Stock	01/25/2022		S		53,424	D	\$ 4.624 (8) (9)	18,815,094	D	
Common Stock	01/25/2022		G	V	2,700,000	D	\$ 0	16,115,094	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mark Gregory C/O MARKFORGED HOLDING CORPORATION 480 PLEASANT STREET WATERTOWN, MA 02472		X		

Signatures

/s/ Gregory Mark	01/27/2022
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. Mark resigned as a trustee of the trust on January 5, 2022 and, as a result, ceased to, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, exercise any voting or investment power with respect to the shares of Common Stock held by such trust.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.74 to \$4.97, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.66 to \$4.92, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.56 to \$4.87, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.73 to \$5.06, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.65 to \$4.98, inclusive.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.01 to \$4.73, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.44 to \$4.75, inclusive.
- The reporting person undertakes to provide to Markforged Holding Corporation, any security holder of Markforged Holding Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2, 3, 4, 5, 6, 7 and 8 to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.