

FORM 4

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

OMB APPROVAL	
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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Hartz Kevin			2. Issuer Name and Ticker or Trading Symbol Markforged Holding Corp [MKFG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2020					
C/O MARKFORGED HOLDING CORPORATION, 480 PLEASANT STREET								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
WATERTOWN, MA 02472								
(City)			(State)			(Zip)		

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			

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

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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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Ordinary Shares	(1)	12/08/2020		D		443,700	(1)	(1)	Class A Common Shares	443,700	\$ 0.004	1,774,800	I	See footnotes (2) (3)
Class B Ordinary Shares	(1)	12/08/2020		D		39,150	(1)	(1)	Class A Common Shares	39,150	\$ 0.004	156,600	I	See footnotes (2) (4)
Class B Ordinary Shares	(1)	12/08/2020		D		39,150	(1)	(1)	Class A Common Shares	39,150	\$ 0.004	156,600	I	See footnotes (2) (5)
Warrant to Purchase Class A Ordinary Shares (right to buy)	\$ 11.5	12/08/2020		D		267,750	(6)	(6)	Class A Common Shares	267,750	\$ 2	803,250 (5)	I	See footnotes (2) (3)
Warrant to Purchase Class A Ordinary Shares (right to buy)	\$ 11.5	12/08/2020		D		23,625	(6)	(6)	Class A Common Shares	23,625	\$ 2	70,875 (5)	I	See footnotes (2) (4)

Warrant to Purchase Class A Ordinary Shares (right to buy)	\$ 11.5	12/08/2020		D			23,625	(6)	(6)	Class A Common Shares	23,625	\$ 2	70,875 (5)	I	See footnotes (2) (5)
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Reporting Owners

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

Signatures

/s/ Stephen Karp, Attorney-in-Fact	02/25/2022
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The shares will automatically convert into Class A ordinary shares at the time of the Issuer's initial business combination.
Prior to the date of the transactions in this report, the Reporting Person transferred his membership interest in A-Star LLC, the Issuer's sponsor and the direct owner of the securities reported herein ("A-Star"), to the trusts described in the footnotes below. The total number of securities that the Reporting Person may be deemed to beneficially own did not change as a result of these transfers. On December 8, 2020, A-Star admitted an additional member, in connection with which membership interests were transferred at the original purchase cost of the underlying securities. The Reporting Person disclaims beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- (3) Reflects the proportionate amount of securities the Reporting Person may be deemed to beneficially own in his capacity as co-trustee of the Hartz Family Revocable Trust, which is a member of A-Star.
- (4) Reflects the proportionate amount of securities the Reporting Person may be deemed to beneficially own in his capacity as trustee of The Kevin Earnest Hartz 2020 Annuity Trust U/A/D, which is a member of A-Star.
- (5) Reflects the proportionate amount of securities the Reporting Person may be deemed to beneficially own in connection with his spouse being a trustee of The Julia D. Hartz 2020 Annuity Trust U/A/D, which is a member of A-Star.
- (6) The warrants are exercisable for shares of Class A ordinary shares beginning on the later of 30 days after the closing of the Issuer's initial business combination and the first anniversary of its initial public offering and expire on the fifth anniversary of the Issuer's initial business combination.

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

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