

# 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* <b>Hartz Kevin</b>		2. Issuer Name and Ticker or Trading Symbol <b>Markforged Holding Corp [MKFG]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/21/2022</b>		
C/O MARKFORGED HOLDING CORPORATION, 480 PLEASANT 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
(Street)			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			
Common Stock	06/21/2022		A	(1)	67,873	A	\$ 2.21	67,873	D	
Common Stock (2)								148,770	I	See footnote (3)
Common Stock (2)								148,770	I	See footnote (4)
Common Stock (2)								1,790,460	I	See footnote (5)

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				
Warrant to Purchase Common Stock (right to buy) (6)	\$ 11.5						08/13/2021	07/14/2026	Common Stock	89,775		89,775	I	See footnote (3)
Warrant to Purchase Common Stock (right to buy) (6)	\$ 11.5						08/13/2021	07/14/2026	Common Stock	89,775		89,775	I	See footnote (4)

Warrant to Purchase Common Stock (right to buy) <a href="#">(6)</a>	\$ 11.5							08/13/2021	07/14/2026	Common Stock	1,080,450		1,080,450	I	See footnote <a href="#">(5)</a>
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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			

## Signatures

/s/ Stephen Karp, Attorney-in-Fact		06/27/2022
<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).

Consists of a Restricted Stock Unit ("RSU") award made pursuant to the Issuer's 2021 Stock Option and Incentive Plan. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement for no consideration. The RSUs shall vest on the earlier of (i) the date of the next annual meeting of stockholders of the Issuer and (ii) the 12-month anniversary of the grant date, subject to the Reporting Person's continuous service to the Issuer on each such date.

The Class B Ordinary Shares of one, the Issuer's predecessor, automatically converted to Class A Ordinary Shares, which then automatically converted to shares of Common Stock of the Issuer upon the consummation of the merger between the Issuer and one, on July 14, 2021. Of the shares reported herein, 50% are subject to vesting conditions, and will be forfeited if not vested as of July 14, 2026. 25% will vest if the volume-weighted average price of Issuer's common stock is at least \$12.50 for any 20 trading days within a 30-trading-day period, and 25% will vest if such price is at least \$15.00 for any 20 trading days within a 30-trading-day-period. Such unvested shares are held directly by A-Star LLC ("A-Star"), of which the trusts described below are members. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein.

Consists of (i) shares and warrants held directly by The Kevin Earnest Hartz 2020 Annuity Trust U/A/D (of which the Reporting Person is trustee), reflecting a pro rata distribution of certain securities held by A-Star to its members prior to the date of this report (the "Distribution"), and (ii) shares held indirectly by such trust, reflecting the proportionate interest of such trust in the shares held by A-Star.

Consists of (i) shares and warrants held directly by The Julia D. Hartz 2020 Annuity Trust U/A/D (of which the spouse of the Reporting Person is trustee), reflecting the Distribution, and (ii) shares held indirectly by such trust, reflecting the proportionate interest of such trust in the shares held by A-Star.

Consists of (i) shares and warrants held directly by the Hartz Family Revocable Trust (of which the Reporting Person is co-trustee), reflecting the Distribution, and (ii) shares held indirectly by such trust, reflecting the proportionate interest of such trust in the shares held by A-Star.

The warrants are exercisable for shares of common stock of the Issuer.

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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