SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

3. Date of Earliest Transaction (Month/Day/Year)       X       Officer (give title below)       Other (specify below)         (Last)       (First)       (Middle)       C/O MARKFORGED HOLDING CORPORATION       X       Officer (give title below)       Other (specify below)         480 PLEASANT STREET       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Applicable Line)         WATERTOWN       MA       02472       -       -       -         (City)       (State)       (Zip)       -       -       -       -         Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       5. Amount of Security (Instr. 3)       5. Ownership Form: Direct (D) Transaction Date, if any (Month/Day/Year)       3. Transaction Code (Instr. 4)       3. Transaction Code (Instr. 8)       6. Ownership Form: Direct (D) (Instr. 4)       5. Ownership Form: Direct (D) (Instr. 4)	1. Name and Address <u>Terem Shai</u>	s of Reporting Person		2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Markforged Holding Corp</u> [ MKFG ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
4. in Antiendment, Date of Original Filed (Month/Day/Year)       6. individual of Join/Gloup Filing (Check Applicable Lifle)         X       Form filed by One Reporting Person         Vertex       Form filed by More than One Reporting Person         F		· · ·			on (Mont	h/Day	/Year)		X Officer (give title Other (spe below) below)							
(Street)         WATERTOWN       MA       02472         (City)       (State)       (Zip)         Form filed by More than One Reporting Person         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 (Month/Day/Year)       4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned Following Reported Following Reported Following Reported Fullowing Reported Following	480 PLEASANT	STREET	4. If Ame	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)						
1. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3. Transaction (Month/Day/Year)       3. (Month/Day/Year)       3. (Month/Day/Year)       4. Securities Acquired (A) or Date (Month/Day/Year)       5. Amount of Securities (Month/Day/Year)       6. Ownership Form: Direct (I) (Instr. 4)       7. Nature Indirect Beneficial (Instr. 4)	l` í	МА	02472							X	-		ng Person			
1. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3. Transaction (Month/Day/Year)       3. Transaction (Month/Day/Year)       4. Securities Acquired (A) or Date (Instr. 3)       5. Amount of Securities Disposed Of (D) (Instr. 3, 4 and 5)       6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)       7. Nature Beneficially Owned Following Reported (Instr. 4)	(City)	(State)	(Zip)													
Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Disposed Of (D) (Instr. 3, 4 and 5)       Securities Beneficially Owned Following Reported (Instr. 4)       Form: Direct (D) Beneficially Owned Following Reported (Instr. 4)			Table I - No	n-Derivative S	ecurities Acq	uired,	Disp	osed of, or	Benefi	cially Ow	vned					
Code V Amount (A) or Price (Instr. 3 and 4)	Date			Date	Execution Date, if any	Date, /Year) Transaction Code (Instr. 8) Disposed Of (D)		sed Of (D) (Instr. 3, 4 and s		Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I)	Beneficial Ownership				

						Code	ľ.	Amount	(D)		Price	,					
Common Stock	10	0/01/2022		<b>F</b> <sup>(1)</sup>		47,954	. ]	D \$1.98		2,279,402			D				
	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)	erivative Conversion Date Execution D				Code (Instr. Securities			6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			9. Number derivative Securities Beneficial Owned Following Reported Transactio	ly l	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Date

Exercisable

(D)

Expiration

Title

Date

Explanation of Responses:

1. Shares withheld by Issuer to cover taxes associated with settlement of restricted stock units.

Remarks:

## /s/ Stephen Karp, Attorney-in-Fact 10/04/2022

Amount

of Shares

or Number

\*\* Signature of Reporting Person Date

(Instr. 4)

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

 $^{\star}$  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).

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

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

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(A)

Code