

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>Rodriguez Antonio L.</u> (Last) (First) (Middle) <u>C/O MARKFORGED HOLDING CORPORATION</u> <u>480 PLEASANT STREET</u> (Street) <u>WATERTOWN MA 02472</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Markforged Holding Corp [MKFG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/21/2022</u>	

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 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								28,495,912	I	See footnote ⁽²⁾
Common Stock								1,424,197	I	See footnote ⁽³⁾

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Earnout shares	\$0.00							(4)	07/14/2026	Common Stock	2,576,215	2,576,215	I	See footnote ⁽²⁾
Earnout shares	\$0.00							(5)	07/14/2026	Common Stock	128,755	128,755	I	See footnote ⁽³⁾

Explanation of Responses:

- 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.
- These shares are held directly by Matrix Partners IX, L.P. ("Matrix"). Antonio Rodriguez is a member of the board of directors of the Issuer and a managing member of Matrix IX Management Co., L.L.C. ("Matrix IX MC"), the general partner of Matrix. As a managing member of Matrix IX MC, Mr. Rodriguez has sole voting and dispositive power with respect to these shares. Mr. Rodriguez disclaims beneficial ownership of these shares except to the extent of his pecuniary interest.
- These shares are held by Weston & Co. IX LLC ("Weston IX"), as nominee for Matrix Partners Management Services, L.P. Mr. Rodriguez is a member of the board of directors of the Issuer and by virtue of his management position at Matrix Partners Management Services, L.P. has sole voting and dispositive power with respect to these shares. Mr. Rodriguez disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- On July 14, 2021 (the "Closing Date") one, the Issuer's predecessor, consummated the business combination (the "Business Combination") pursuant to the terms of the merger agreement dated as of February 23, 2021 by and among one, Caspian Merger Sub Inc., a Delaware corporation and MarkForged, Inc., a Delaware corporation. On the Closing Date, Matrix received the right to acquire 2,576,215 shares of the Issuer's Common Stock in connection with the Business Combination, (i) 1,405,208 of which will be released from escrow if the value weighted average price ("VWAP") for at least 20 of any 30 consecutive trading days following the Closing Date is at least \$12.50; and (ii) 1,171,007 of which will be released from such escrow if the VWAP for at least 20 of any 30 consecutive trading days following the Closing Date is at least \$15.00. Any shares not eligible to be released within five years of the Closing Date will be forfeited and canceled.
- On the Closing Date, Weston, received the right to acquire 128,755 shares of the Issuer's Common Stock in connection with the Business Combination, (i) 70,230 of which will be released from escrow if the VWAP for at least 20 of any 30 consecutive trading days following the Closing Date is at least \$12.50; and (ii) 58,525 of which will be released from such escrow if the VWAP for at least 20 of any 30 consecutive trading days following the Closing Date is at least \$15.00. Any shares not eligible to be released within five years of the Closing Date will be forfeited and canceled.

Remarks:

This amendment is filed solely to correct the transaction date, which was incorrectly reported on the Reporting Person's original Form 4 as June 21, 2021.

/s/ Stephen Karp, Attorney-in-Fact 02/14/2023

** Signature of Reporting Person Date

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

* 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.

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