

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person * <u>ANDERSON EDWARD T</u> (Last) (First) (Middle) <u>C/O MARKFORGED HOLDING CORPORATION</u> <u>60 TOWER ROAD</u> (Street) <u>WALTHAM MA 02451</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>06/20/2023</u>	
	4. If Amendment, Date of 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
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	06/20/2023		A ⁽¹⁾		136,364	A	\$1.1	204,237	D	
Common Stock								29,126,742	I	By: North Bridge Venture Partners 7, L.P. ⁽²⁾⁽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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Earnout Shares	\$0.00							(4)(5)	07/14/2026	Common Stock	2,633,246	2,633,246	I	By: North Bridge Venture Partners 7, L.P. ⁽²⁾⁽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.
- The reportable securities are owned directly by North Bridge Venture Partners 7, L.P. ("NBVP 7 LP"). North Bridge Venture Management 7, L.P. ("NBVM 7") is the sole general partner of NBVP 7 L.P. NBVM GP, LLC ("NBVM GP") is the sole general partner of NBVM 7. Each of the Reporting Person, a member of the Issuer's board of directors post-closing of the Business Combination (as defined in footnote 3 below), and Richard A. D'Amore are the managers of NBVM GP (collectively, the "Managers").
- Each of NBVM 7, NBVM GP and the Managers may be deemed to have shared voting and dispositive power over the shares held by NBVP 7 LP. Each of NBVM 7, NBVM GP and the Managers disclaims beneficial ownership of such shares and this report shall not be deemed an admission that any one of them is the beneficial owner of such shares for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein, if any.
- 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. Immediately prior to the effective time of the Business Combination on the Closing Date, NBVP 7 LP received the right to acquire 2,633,246 shares of the Issuer's Common Stock in connection with the Business Combination.
- (i) 1,436,316 of which will be released from escrow if the volume-weighted average price ("VWAP") of the Issuer for any 20 trading days in a consecutive 30- trading day period following the Closing Date is at least \$12.50; and (ii) 1,196,930 of which will be released from escrow if the VWAP for for any 20 trading days in a consecutive 30-day trading period following the Closing Date is at least \$15.00. Upon a change of control or liquidation of the Issuer all such previously unearned shares will be issued. Any shares not eligible to be released within five years of the Closing Date will be forfeited and canceled.

Remarks:

/s/ Stephen Karp, Attorney-in-Fact 06/22/2023

** 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.

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.