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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 14, 2023

MATTERPORT, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39790
(Commission
File Number)

85-1695048
(IRS Employer
Identification No.)

**352 East Java Drive
Sunnyvale, CA 94089**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (650) 641-2241

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock, par value of \$0.0001 per share	MTTR	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

As previously disclosed, on February 16, 2023, Matterport, Inc. (the “Company”) filed a petition in the Delaware Court of Chancery (the “Court of Chancery”) pursuant to Section 205 of the Delaware General Corporation Law (the “DGCL”) seeking validation of its Second Amended and Restated Certificate of Incorporation (the “New Certificate of Incorporation”) which, among other things, increased the total number of authorized shares of the Company’s Class A common stock, par value \$0.0001 per share, from 400,000,000 shares to 600,000,000 shares (the “Section 205 Action”). The Section 205 Action filed by the Company in the Court of Chancery is captioned *In re Matterport, Inc.*, C.A. No. 2023-0201-LWW (Del. Ch.).

On March 14, 2023, the Court of Chancery held a hearing on the Company’s Section 205 Action and granted an order pursuant to Section 205 of the DGCL validating and declaring effective the New Certificate of Incorporation and all shares of capital stock of the Company issued in reliance on the effectiveness of the New Certificate of Incorporation, each as of the date and time of the original issuance of such shares. A copy of the Court of Chancery’s order is attached as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) List of Exhibits.

Exhibit No.	Description
99.1	Order Entered by the Delaware Court of Chancery on March 14, 2023
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Matterport, Inc.

Date: March 16, 2023

By: /s/ James D. Fay
Name: James D. Fay
Title: Chief Financial Officer



GRANTED



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE MATTERPORT, INC.

C.A. No. 2023-0201-LWW

[PROPOSED] FINAL ORDER AND JUDGMENT

WHEREAS, this Court having reviewed the Verified Petition for Relief Pursuant to 8 Del. C. § 205 (the “Petition”) filed by petitioner Matterport, Inc., the Court having considered the factors in 8 Del. C. § 205(d), and for good cause having been shown,

IT IS HEREBY ORDERED this ___ day of _____, 2023, that:

1. The New Certificate of Incorporation, including the filing and effectiveness thereof, is hereby validated and declared effective as of 8:04 a.m. (EDT) on July 22, 2021.¹
2. All shares of capital stock of the Company issued in reliance on the effectiveness of the New Certificate of Incorporation, including approximately 291 million shares of Class A Common Stock issued by the Company in connection with or after the Merger, are hereby validated and declared effective as of the date and time of the original issuance of such shares.
3. The above-captioned action is hereby CLOSED.

The Honorable Lori W. Will

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Petition.

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action
Judge: Lori W. Will
File & Serve
Transaction ID: 69326839
Current Date: Mar 14, 2023
Case Number: 2023-0201-LWW
Case Name: In Re Matterport, Inc.

Court Authorizer

Comments:

The petition is granted pursuant to Section 205(a) of the Delaware General Corporation Law, and the objection is overruled, for the reasons set forth in the court's March 14, 2023 bench ruling. See transcript; see also Opinion Regarding Section 205 Petition, In re Lordstown Motors Corp., 2023-0083-LWW (Del. Ch. Feb. 21, 2023) (setting forth reasoning for granting similar relief in a Section 205 action); In re Hyliion Holdings Corp., C.A. No. 2023-0176-LWW (Del. Ch. Mar. 6, 2023) (TRANSCRIPT) (granting similar relief and overruling a similar objection).

/s/ Judge Lori W. Will