

OMB APPROVAL	
OMB Number:	3235-0287
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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

1. Name and Address of Reporting Person* <u>Hebert Peter</u> <hr/> (Last) (First) (Middle) 920 BROADWAY, 11TH FLOOR <hr/> (Street) NEW YORK NY 10010 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Matterport, Inc./DE [ MTRR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	01/18/2022		j <sup>(1)(2)</sup>		6,306,411	D	\$0	18,919,230	I	See Footnote <sup>(1)(2)</sup>

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Hebert Peter  


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 (Last) (First) (Middle)  
 920 BROADWAY, 11TH FLOOR  


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 (Street)  
 NEW YORK NY 10010  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Wolfe Josh  


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 (Last) (First) (Middle)  
 920 BROADWAY, 11TH FLOOR  


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 (Street)  
 NEW YORK NY 10010  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Lux Ventures III, L.P.  


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 (Last) (First) (Middle)  
 920 BROADWAY, 11TH FLOOR  


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 (Street)  
 NEW YORK NY 10010  


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 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Lux Ventures III Special Founders Fund, L.P.</a>		
(Last)	(First)	(Middle)
920 BROADWAY, 11TH FLOOR		
(Street)		
NEW YORK	NY	10010
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Lux Ventures Cayman III, L.P.</a>		
(Last)	(First)	(Middle)
920 BROADWAY, 11TH FLOOR		
(Street)		
NEW YORK	NY	10010
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Lux Co-Invest Opportunities, L.P.</a>		
(Last)	(First)	(Middle)
920 BROADWAY, 11TH FLOOR		
(Street)		
NEW YORK	NY	10010
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Pro rata distribution of (i) 4,406,063 shares from Lux Ventures III, L.P. to its partners, (ii) 2,168 shares from Lux Ventures Special Founders Fund, L.P. to its partners, (iii) 209,042 shares from Lux Ventures Cayman III, L.P. to its partners, and (iv) 1,689,138 shares from Lux Co-Invest Opportunities, L.P. to its partners. Lux Venture Partners III, LLC is the general partner of each of Lux Ventures III L.P. and Lux Ventures III Special Founders Fund, L.P. and exercises voting and dispositive power over the shares held thereby. Lux Co-Invest Partners, LLC is the general partner of Lux Co-Invest Opportunities, L.P. and exercises voting and dispositive power over the shares noted herein held by Lux Co-Invest Opportunities, L.P. Lux Ventures Cayman III General Partner Limited is the general partner of Lux Ventures Cayman III, L.P. and exercises voting and dispositive power over the shares noted herein held by Lux Ventures Cayman III, L.P.

2. (continued from footnote 1) Peter Hebert and Josh Wolfe are the individual managing members of Lux Venture Partners III, LLC, Lux Co-Invest Partners, LLC and Lux Ventures Cayman III General Partner Limited. The individual managers, as the sole managers of Lux Venture Partners III, LLC, Lux Co-Invest Partners, LLC and Lux Ventures Cayman III General Partner Limited, may be deemed to share voting and dispositive power for the shares noted herein held by Lux Ventures III, L.P., Lux Co-Invest Opportunities, L.P., Lux Ventures Cayman III, L.P. and Lux Ventures III Special Founders Fund, L.P. Each of Lux Venture Partners III, LLC, Lux Co-Invest Partners, LLC and Lux Ventures Cayman III General Partner Limited, and the individual managers separately disclaim beneficial ownership over the shares noted herein except to the extent of their pecuniary interest therein.

[/s/ Segolene Scarborough,](#)  
[Segolene Scarborough,](#) [01/21/2022](#)  
[Attorney-in-Fact for Peter](#)  
[Hebert](#)

[/s/ Segolene Scarborough,](#)  
[Segolene Scarborough,](#) [01/21/2022](#)  
[Attorney-in-Fact for Josh](#)  
[Wolfe](#)

[LUX VENTURES III, L.P.,](#)  
[By: Lux Venture Partners III,](#)  
[LLC, Its General Partner, /s/](#) [01/21/2022](#)  
[Peter Hebert, its managing](#)  
[member](#)

[LUX CO-INVEST](#)  
[OPPORTUNITIES, L.P., By:](#)  
[Lux Co-Invest Partners, LLC,](#) [01/21/2022](#)  
[Its: General Partner, /s/ Peter](#)  
[Hebert, its managing member](#)

[LUX VENTURES CAYMAN](#)  
[III, L.P., By: Lux Ventures](#)  
[Cayman III General Partner](#) [01/21/2022](#)  
[Limited, Its: General Partner,](#)  
[/s/ Peter Hebert, its managing](#)  
[member](#)

[LUX VENTURES III](#) [01/21/2022](#)  
[SPECIAL FOUNDERS](#)  
[FUND, L.P., By: Lux Venture](#)  
[Partners III, LLC, Its: General](#)

Partner, /s/ Peter Hebert, its  
managing member

\*\* 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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