

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>Fay James Daniel</u>			2. Issuer Name and Ticker or Trading Symbol <u>Matterport, Inc./DE [MTTR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O MATTERPORT, INC. 352 EAST JAVA DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	SUNNYVALE CA 94089		Rule 10b5-1(c) Transaction Indication <input checked="" 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.					
(City)	(State)	(Zip)						

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			
Class A Common Stock	05/31/2024		A ⁽¹⁾	V	3,000	A	\$2.2865	1,510,482	D	
Class A Common Stock	06/01/2024		M		45,454	A	\$0.00	1,555,936	D	
Class A Common Stock	06/01/2024		M		25,000	A	\$0.00	1,580,936	D	
Class A Common Stock	06/03/2024		S ⁽²⁾		25,000	D	\$4.4031 ⁽³⁾	1,555,936	D	
Class A Common Stock	06/03/2024		S ⁽⁴⁾		61,768	D	\$4.4085 ⁽⁵⁾	1,494,168	D	
Class A Common Stock	06/04/2024		S ⁽⁴⁾		44,125	D	\$4.3544 ⁽⁶⁾	1,450,043	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)	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						Title
Restricted Stock Unit	(7)	06/01/2024		M			25,000	(8)	(8)	Class A Common Stock	25,000	\$0.00	2,090,097	D	
Restricted Stock Unit	(7)	06/01/2024		M			45,454	(9)	(9)	Class A Common Stock	45,454	\$0.00	2,044,643	D	

Explanation of Responses:

- These shares were acquired under the Company's Employee Stock Purchase Plan.
- Sale transaction executed pursuant to reporting person's Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.395 to \$4.422. The reporting person undertakes to provide Matterport, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The sales reported on this Form 4 represent shares automatically sold in a non-discretionary transaction to cover taxes and fees in connection with the vesting and settlement of restricted stock unit awards.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.36 to \$4.43. The reporting person undertakes to provide Matterport, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.32 to \$4.435. The reporting person undertakes to provide Matterport, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- The restricted stock units commenced vesting on March 1, 2023 and the underlying shares will vest in equal quarterly installments thereafter until fully vested on March 1, 2027.
- The restricted stock units commenced vesting on March 1, 2024 and the underlying shares will vest in equal quarterly installments thereafter until fully vested on March 1, 2028.

Remarks:

/s/ Matthew Zinn, Attorney-in-Fact 06/04/2024

** 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.