

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

MATTERPORT, INC.

(Name of Issuer)

Class A Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

577096100

(CUSIP Number)

Peter Hebert
Lux Capital Management, LLC
920 Broadway, 11th Floor
New York, NY 10010
(646) 475-4385

with copies to:
Robert G. Minion, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, New York 10020
(646) 414-6930

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 18, 2022

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), §240.13d-1(f) or §240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934, as amended ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of reporting persons

Lux Venture Partners III, LLC

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization Delaware

Number of shares beneficially owned by each reporting person with	7. Sole voting power	0
	8. Shared voting power	13,224,692*
	9. Sole dispositive power	0
	10. Shared dispositive power	13,224,692*

11. Aggregate amount beneficially owned by each reporting person 13,224,692*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 5.5%*

14. Type of reporting person (see instructions) HC

*Lux Ventures III, L.P. ("LVIII") and Lux Ventures III Special Founders Fund, L.P. ("LVSFF") directly own an aggregate of 13,224,692 shares of Class A common stock, par value \$0.0001 per share ("Common Stock"), of Matterport, Inc. (the "Issuer"), representing approximately 5.5% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2021. Lux Venture Partners III, LLC ("LVPIII") is the general partner of both LVIII and LVSFF and exercises voting and dispositive power over the shares of Common Stock owned by each of LVIII and LVSFF. Peter Hebert and Joshua Wolfe are the individual managing members of LVPIII and may be deemed to beneficially own the aggregate 13,224,692 shares of Common Stock owned directly by LVIII and LVSFF, or 5.5% of the shares of Common Stock deemed issued and outstanding as of the filing date of this report (the "Report Date").

This report shall not be deemed an admission that LVPIII is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and LVPIII disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

1. Names of reporting persons

Lux Ventures III, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

WC

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization Delaware

Number of shares beneficially owned by each reporting person with	7. Sole voting power	13,218,189*
	8. Shared voting power	0
	9. Sole dispositive power	13,218,189*
	10. Shared dispositive power	0

11. Aggregate amount beneficially owned by each reporting person 13,218,189*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 5.5%*

14. Type of reporting person (see instructions) PN

*LVIII directly owns 13,218,189 shares of Common Stock, representing approximately 5.5% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2021. LVPIII is the general partner of LVIII and exercises voting and dispositive power over the shares of Common Stock owned by LVIII. Peter Hebert and Joshua Wolfe are the individual managing members of LVPIII and may be deemed to beneficially own the 13,218,189 shares of the Common Stock owned directly by LVIII, or 5.5% of the shares of Common Stock deemed issued and outstanding as of the Report Date.

This report shall not be deemed an admission that LVIII is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and LVIII disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

1. Names of reporting persons

Lux Ventures III Special Founders Fund, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

WC

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization Delaware

Number of shares beneficially owned by each reporting person with	7. Sole voting power	6,503*
	8. Shared voting power	0
	9. Sole dispositive power	6,503*
	10. Shared dispositive power	0

11. Aggregate amount beneficially owned by each reporting person 6,503*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 0.0%*

14. Type of reporting person (see instructions) PN

*LVSFF directly owns 6,503 shares of Common Stock, representing less than 0.1% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 3, 2021. LVPIII is the general partner of LVSFF and exercises voting and dispositive power over the shares of Common Stock owned by LVSFF. Peter Hebert and Joshua Wolfe are the individual managing members of LVPIII and may be deemed to beneficially own the 6,503 shares of the Common Stock owned directly by LVSFF, or less than 0.1% of the shares of Common Stock deemed issued and outstanding as of the Report Date.

This report shall not be deemed an admission that LVSFF is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and LVSFF disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

1. Names of reporting persons

Lux Venture Partners Cayman III, LLC

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization Cayman Islands

Number of shares beneficially owned by each reporting person with	7. Sole voting power	0
	8. Shared voting power	627,126*
	9. Sole dispositive power	0
	10. Shared dispositive power	627,126*

11. Aggregate amount beneficially owned by each reporting person 627,126*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 0.3%*

14. Type of reporting person (see instructions) HC

*Lux Ventures Cayman III, L.P. ("LVCIII") directly owns 627,126 shares of the Issuer's Common Stock, representing approximately 0.3% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2021. Lux Venture Partners Cayman III, LLC ("LVPCIII") is the general partner of LVCIII and exercises voting and dispositive power over the shares of Common Stock owned by LVCIII. Peter Hebert and Joshua Wolfe are the individual managing members of LVCIII and may be deemed to beneficially own the 627,126 shares of Common Stock owned directly by LVCIII, or 0.3% of the shares of Common Stock deemed issued and outstanding as of the Report Date.

This report shall not be deemed an admission that LVPCIII is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and LVPCIII disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

1. Names of reporting persons

Lux Ventures Cayman III, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

WC

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization Cayman Islands

Number of shares beneficially owned by each reporting person with	7. Sole voting power	627,126*
	8. Shared voting power	0
	9. Sole dispositive power	627,126*
	10. Shared dispositive power	0

11. Aggregate amount beneficially owned by each reporting person 627,126*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 0.3%*

14. Type of reporting person (see instructions) PN

*LVCIII directly owns 627,126 shares of Common Stock, representing 0.3% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2021. LVPCIII is the general partner of LVCIII and exercises voting and dispositive power over the shares of Common Stock owned by LVCIII. Peter Hebert and Joshua Wolfe are the individual managing members of LVPCIII and may be deemed to beneficially own the 627,126 shares of the Common Stock owned directly by LVCIII, or 0.3% of the shares of Common Stock deemed issued and outstanding as of the Report Date.

This report shall not be deemed an admission that LVCIII is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and LVCIII disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

1. Names of reporting persons

Lux Co-Invest Partners, LLC

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization Delaware

Number of shares beneficially owned by each reporting person with	7. Sole voting power	0
	8. Shared voting power	5,067,412*
	9. Sole dispositive power	0
	10. Shared dispositive power	5,067,412*

11. Aggregate amount beneficially owned by each reporting person 5,067,412*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 2.1%*

14. Type of reporting person (see instructions) HC

*Lux Co-Invest Opportunities, L.P. ("LCIO") directly owns 5,067,412 shares of the Issuer's Common Stock, representing approximately 2.1% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2021. Lux Co-Invest Partners, LLC ("LCIP") is the general partner of LCIO and exercises voting and dispositive power over the shares of Common Stock owned by LCIO. Peter Hebert and Joshua Wolfe are the individual managing members of LCIP and may be deemed to beneficially own the 5,067,412 shares of Common Stock owned directly by LCIO, or 2.1% of the shares of Common Stock deemed issued and outstanding as of the Report Date.

This report shall not be deemed an admission that LCIP is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and LCIP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

1. Names of reporting persons

Lux Co-Invest Opportunities, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

WC

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization Delaware

Number of shares beneficially owned by each reporting person with	7. Sole voting power	5,067,412*
	8. Shared voting power	0
	9. Sole dispositive power	5,067,412*
	10. Shared dispositive power	0

11. Aggregate amount beneficially owned by each reporting person 5,067,412*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 2.1%*

14. Type of reporting person (see instructions) PN

*LCIO directly owns 5,067,412 shares of Common Stock, representing 2.1% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2021. LCIP is the general partner of LCIO and exercises voting and dispositive power over the shares of Common Stock owned by LCIO. Peter Hebert and Joshua Wolfe are the individual managing members of LCIP and may be deemed to beneficially own the 5,067,412 shares of the Common Stock owned directly by LCIO, or 2.1% of the shares of Common Stock deemed issued and outstanding as of the Report Date.

This report shall not be deemed an admission that LCIO is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and LCIO disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

1. Names of reporting persons

Peter Hebert

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization United States of America

Number of shares beneficially owned by each reporting person with	7. Sole voting power	0
	8. Shared voting power	18,919,230*
	9. Sole dispositive power	0
	10. Shared dispositive power	18,919,230*

11. Aggregate amount beneficially owned by each reporting person 18,919,230*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 7.8%*

14. Type of reporting person (see instructions) IN

*Peter Hebert may be deemed to beneficially own, in the aggregate, 18,919,230 shares of Common Stock, representing approximately 7.8% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2021. The number of shares of Common Stock reported as beneficially owned by Mr. Hebert are held by LVIII, LVFFF, LVCIII and LCIO (collectively, the "LV Funds"). Mr. Hebert serves as one of two managing members of the LV Funds and may be deemed to beneficially own the 18,919,230 shares of Common Stock held by the LV Funds.

This report shall not be deemed an admission that Mr. Hebert is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and he disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

1. Names of reporting persons

Joshua Wolfe

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC Use Only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization United States of America

Number of shares beneficially owned by each reporting person with	7. Sole voting power	0
	8. Shared voting power	18,919,230*
	9. Sole dispositive power	0
	10. Shared dispositive power	18,919,230*

11. Aggregate amount beneficially owned by each reporting person 18,919,230*

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

13. Percent of class represented by amount in Row (11) 7.8%*

14. Type of reporting person (see instructions) IN

* Joshua Wolfe may be deemed to beneficially own, in the aggregate, 18,919,230 shares of Common Stock, representing approximately 7.8% of the 242,504,260 shares of Common Stock outstanding as of November 3, 2021, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 10, 2021. The number of shares of Common Stock reported as beneficially owned are held by the LV Funds. Mr. Wolfe serves as one of two managing members of the LV Funds and may be deemed to beneficially own the 18,919,230 shares of Common Stock held by the LV Funds.

This report shall not be deemed an admission that Mr. Wolfe is the beneficial owner of such securities for purposes of Section 13(d) or 13(g) of the Act and he disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Explanatory Note

This Amendment No. 1 (the “Amendment”) to the Schedule 13D filed on August 2, 2021 (the “Original Schedule 13D”) is being jointly filed by (i) Lux Ventures III, L.P. (“LVIII”), (ii) Lux Ventures III Special Founders Fund, L.P. (“LVIIISF”), (iii) Lux Venture Partners III, LLC (“LVPIII”), (iv) Lux Co-Invest Opportunities, L.P. (“LCIO”), (v) Lux Co-Invest Partners, LLC (“LCIP”), (vi) Lux Ventures Cayman III, L.P. (“LVCIII”), (vii) Lux Ventures Cayman Partners Cayman III, LLC (“LVCGP”), (viii) Peter Hébert, a member of the Issuer’s board of directors (the “Board”), and (ix) Josh Wolfe. Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Except as set forth below, the Original Schedule 13D remains in effect, and capitalized terms used herein but not defined herein have such respective meanings as defined in the Original Schedule 13D. The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant.

Item 5. Interest in Securities of the Issuer

Item 5 of the Original Schedule 13D is amended and supplemented by adding the information below:

On January 18, 2022, the LV Funds effected a pro rata distribution of an aggregate of 6,306,411 shares of Common Stock to each of the LV Fund’s partners. No additional consideration was paid by or to any person or entity in connection with such pro rata distribution.

There have not been any transactions in the Common Stock effected by the Reporting Persons since the filing date of the most recent amendment to this Schedule 13D, except as set forth elsewhere in this Schedule 13D.

Item 7. Material to Be Filed as Exhibits.

<u>Exhibit</u>	<u>Description</u>
1.	Joint Filing Agreement (incorporated by reference to Exhibit 99.1 to the Schedule 13D, filed with the Securities and Exchange Commission on August 2, 2021).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 28, 2022

LUX VENTURES III, L.P.

By: LUX VENTURE PARTNERS III, LLC

By: /s/ Peter Hebert
Peter Hebert
Managing Member

LUX VENTURE PARTNERS III, LLC

By: /s/ Peter Hebert
Peter Hebert
Managing Member

LUX VENTURES III SPECIAL FOUNDERS FUND, L.P.

By: LUX VENTURE PARTNERS III, LLC

By: /s/ Peter Hebert
Peter Hebert
Managing Member

LUX VENTURE CAYMAN III, L.P.

By: LUX VENTURE PARTNERS CAYMAN III, LLC

By: /s/ Peter Hebert
Peter Hebert
Managing Member

LUX VENTURE PARTNERS CAYMAN III, LLC

By: /s/ Peter Hebert
Peter Hebert
Managing Member

LUX CO-INVEST OPPORTUNITIES, L.P.

By: LUX CO-INVEST PARTNERS, LLC

By: /s/ Peter Hebert
Peter Hebert
Managing Member

LUX CO-INVEST PARTNERS, LLC

By: /s/ Peter Hebert
Peter Hebert
Managing Member

/s/ Peter Hebert
Peter Hebert

/s/ Joshua Wolfe
Joshua Wolfe

