

OMB APPROVAL	
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>Fay James Daniel</u>  (Last) (First) (Middle) C/O MATTERPORT, INC. 352 EAST JAVA DRIVE  (Street) SUNNYVALE CA 94089  (City) (State) (Zip)	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 Officer (give title below) Other (specify below) X Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/22/2021	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/01/2022		C		239,154	A	\$0.00	704,720	D	
Class A Common Stock	02/01/2022		F		93,370	D	\$9.59	611,350	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
Earn-Out Shares	(1)(2)	07/22/2021		A		239,154		(1)(2)	(1)(2)	Class A Common Stock	239,154	\$0.00	239,154	D	
Earn-Out Shares	(1)(2)	02/01/2022		C			239,154	(1)(2)	(1)(2)	Class A Common Stock	239,154	\$0.00	0	D	

**Explanation of Responses:**

- On July 22, 2021, Matterport, Inc. (formerly known as Gores Holdings VI, Inc.) (the "Issuer") consummated the merger contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement"), dated February 7, 2021, by and among the Issuer, Maker Merger Sub, Inc., Maker Merger Sub II, LLC and Matterport Operating, LLC ("Legacy Matterport").
- Pursuant to the terms of the Merger Agreement, former holders of Legacy Matterport common stock and former holders of Legacy Matterport options and restricted stock units are entitled to receive their pro rata share of up to 23,460,000 shares of the Issuer's Class A Common Stock (the "Earn-Out Shares") during the five-year period following the Lockup Expiration Date (as defined in the Merger Agreement) if the daily volume-weighted average price of the Issuer's Class A Common Stock has been greater than the thresholds set forth in the Merger Agreement for a period of at least 10 trading days out of a 30 consecutive trading day period. The issuance of such shares is subject to certain adjustments set forth in the Merger Agreement.

**Remarks:**

/s/ Judi Otteson, Attorney-in-Fact 02/03/2022

\*\* 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.