

PROSPECTUS SUPPLEMENT NO. 5  
January 7, 2022  
(To Prospectus dated August 26, 2021)



## MATTERPORT, INC.

135,193,286 Shares of Class A Common Stock  
4,450,000 Warrants to Purchase Shares of Class A Common Stock  
and  
Up to 11,350,000 Shares of Class A Common Stock Issuable Upon Exercise of Warrants

This prospectus supplement further supplements and updates the prospectus dated August 26, 2021, relating to (i) the resale of 135,193,286 shares of Class A common stock, par value \$0.0001 per share (the “common stock” or “Matterport common stock”), by the selling securityholders named in the prospectus, (ii) the issuance by us and resale of up to 11,350,000 shares of common stock upon the exercise of outstanding warrants and (iii) the resale of up to 4,450,000 of our outstanding warrants originally issued in a private placement concurrent with the initial public offering of Matterport, Inc., a Delaware corporation (f/k/a Gores Holdings VI, Inc.).

This prospectus supplement incorporates into such prospectus the information (other than information that is furnished and not deemed filed) contained in our Current Report on Form 8-K, which was filed with the Securities and Exchange Commission on January 7, 2022 (the “Current Report”). Accordingly, we have attached the Current Report to this prospectus supplement.

Our common stock trades on The Nasdaq Global Market (the “Nasdaq”) under the ticker symbol “MTTR” and our warrants trade on the Nasdaq under the ticker symbol “MTTRW”. On January 6, 2022, the closing sale price of our common stock as reported by Nasdaq was \$16.30 per share and the closing price of our warrants was \$4.75 per warrant.

**Investing in shares of our common stock or warrants involves risks that are described in the “Risk Factors” section of the prospectus.**

**Neither the Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of the securities to be issued under this prospectus or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

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The date of this prospectus supplement is January 7, 2022

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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): January 5, 2022**

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**MATTERPORT, INC.**

(Exact name of registrant as specified in its charter)

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**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.)

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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
<b>Class A Common Stock, par value of \$0.0001 per share</b>	<b>MTTR</b>	<b>The Nasdaq Global Market</b>
<b>Warrants, each exercisable for one share of Class A Common Stock for \$11.50 per share</b>	<b>MTTRW</b>	<b>The Nasdaq Global Market</b>

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.

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**Item 8.01. Other Events.**

On January 5, 2022, Matterport, Inc. (the “Company”) and Matterport Operating, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company, consummated the previously announced acquisition of 100% of the issued and outstanding equity interests in Enview, Inc. for an aggregate purchase price of approximately 1.59 million shares of the Company’s Class A common stock, par value \$0.0001 per share (“Common Stock”), and \$35.5 million in cash. All shares of Common Stock issued in the transaction are subject to a lock-up period expiring 180 days following the closing of the transaction.

**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: January 7, 2022

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

