

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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) C/O MATTERPORT, INC. 352 EAST JAVA DRIVE <hr/> (Street) SUNNYVALE CA 94089 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/22/2021	3. Issuer Name and Ticker or Trading Symbol <u>Matterport, Inc./DE [MTTR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 07/26/2021
6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	25,225,654	I	See footnote ⁽¹⁾⁽²⁾⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Hebert Peter

 (Last) (First) (Middle)
 C/O MATTERPORT, INC.
 352 EAST JAVA DRIVE

 (Street)
 SUNNYVALE CA 94089

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Wolfe Josh

 (Last) (First) (Middle)
 C/O MATTERPORT, INC.
 352 EAST JAVA DRIVE

 (Street)
 SUNNYVALE CA 94089

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

Lux Ventures III, L.P.

(Last) (First) (Middle)

C/O LUX CAPITAL MANAGEMENT

920 BROADWAY, 11TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Lux Co-Invest Opportunities, L.P.

(Last) (First) (Middle)

C/O LUX CAPITAL MANAGEMENT

920 BROADWAY, 11TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Lux Ventures Cayman III, L.P.

(Last) (First) (Middle)

C/O LUX CAPITAL MANAGEMENT

920 BROADWAY, 11TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Lux Ventures III Special Founders Fund, L.P.

(Last) (First) (Middle)

C/O LUX CAPITAL MANAGEMENT

920 BROADWAY, 11TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

Explanation of Responses:

1. Consists of (a) 17,624,261 shares of Class A Common Stock held by Lux Ventures III, L.P., (b) 6,756,553 shares of Class A Common Stock held by Lux Co-Invest Opportunities, L.P., (c) 836,169 shares of Class A Common Stock held by Lux Ventures Cayman III, L.P. and (d) 8,671 shares of Class A Common Stock held by Lux Ventures III Special Founders Fund, L.P. 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 noted herein 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.

2. (Continued from Footnote 1) 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. 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,

3. (Continued from Footnote 2) and the individual managers separately disclaim beneficial ownership over the shares noted herein except to the extent of their pecuniary interest therein.

Remarks:

This Amendment is being filed to correct the number of shares of Class A Common Stock held by the reporting persons.

/s/ Peter Hebert

08/10/2021

/s/ Jason Wolfe

08/10/2021

LUX VENTURES III, L.P. 08/10/2021

, By: Lux Venture Partners

III, LLC, Its: General

Partner, /s/ Peter Hebert,

its managing member

LUX CO-INVEST

OPPORTUNITIES, L.P.,

By: Lux Co-Invest

08/10/2021

Partners, LLC, Its: General

Partner, /s/ Peter Hebert,

its managing member

LUX VENTURES

CAYMAN III, L.P., By:

Lux Ventures Cayman III

General Partner Limited,

08/10/2021

Its: General Partner, /s/

Peter Hebert, its managing

member

LUX VENTURES III

SPECIAL FOUNDERS

FUND, L.P., By: Lux

Venture Partners III, LLC,

08/10/2021

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 5 (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.