

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

OMB APPROVAL	
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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>GUSTAFSON MICHAEL B</u> (Last) (First) (Middle) <u>C/O MATTERPORT, INC.</u> <u>352 EAST JAVA DRIVE</u> (Street) <u>SUNNYVALE CA 94089</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/22/2021</u>	
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	07/22/2021		A		29,724	A	(1)	29,724	I	See footnote ⁽²⁾
Class A Common Stock	02/01/2022		C		61,897	A	\$0.00	143,656	D	
Class A Common Stock	02/01/2022		C		3,300	A	\$0.00	33,024	I	See footnote ⁽²⁾

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	(3)	07/22/2021		A		61,897		(3)	(3)	Class A Common Stock	61,897	\$0.00	61,897	D	
Earn-Out Shares	(3)	07/22/2021		A		3,300		(3)	(3)	Class A Common Stock	3,300	\$0.00	3,300	I	See footnote ⁽⁴⁾
Earn-Out Shares	(3)	02/01/2022		C			61,897	(3)	(3)	Class A Common Stock	61,897	\$0.00	0	D	
Earn-Out Shares	(3)	02/01/2022		C			3,300	(3)	(3)	Class A Common Stock	3,300	\$0.00	0	I	See footnote ⁽²⁾

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 Merger Agreement, each share of Legacy Matterport common stock issued and outstanding immediately prior to the effective time of the transactions contemplated by the Merger Agreement was automatically converted into the right to receive a number of shares of the Issuer's Class A Common Stock based on the Per Share Company Common Stock Consideration (as defined in the Merger Agreement).
- Following the transactions reported herein, each of the Brock M. Gustafson Trust and the Ashley E. Gustafson Trust hold 16,512 shares of Class A Common Stock of the Issuer.
- 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.
- Consists of 1,650 Earn-Out Shares entitled to be received by the Brock M. Gustafson Trust and 1,650 Earn-Out Shares entitled to be received by the Ashley E. Gustafson Trust.

Remarks:

/s/ Judi Otteson, Attorney-in-Fact 02/04/2022

** 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.

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