

OMB APPROVAL	
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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) <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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2021</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	10/15/2021		M		217,564	A	\$0.00	234,453	D	
Class A Common Stock	12/31/2021		M		24,969	A	\$1.14	259,422	D	
Class A Common Stock	12/31/2021		M		148,703	A	\$0.35	408,125	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	Amount or Number of Shares				
Restricted Stock Unit	(1)	10/01/2021		A		3,481,034		(2)	(2)	Class A Common Stock	3,481,034	\$0.00	3,481,034	D	
Restricted Stock Unit	(1)	10/15/2021		M			217,564	(2)	(2)	Class A Common Stock	217,564	\$0.00	3,263,470	D	
Stock Option	\$1.14	12/31/2021		M			24,969	(3)	10/13/2030	Class A Common Stock	24,969	\$0.00	489,941 ⁽⁴⁾	D	
Stock Option	\$0.35	12/31/2021		M			148,703	(5)	10/05/2027	Class A Common Stock	148,703	\$0.00	1,473,881 ⁽⁴⁾	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- The restricted stock units commenced vesting on July 15, 2021 and the underlying shares will vest in equal quarterly installments thereafter until fully vested on July 15, 2025.
- The stock option vests as to (i) 25% of 352,066 of the underlying shares on October 14, 2021 and the remaining 75% of such underlying shares will vest in equal monthly installments until fully vested on October 14, 2024 and (ii) 25% of 162,843 of the underlying shares on October 14, 2021 and the remaining 75% of such underlying shares will vest in equal monthly installments until fully vested on October 14, 2024.
- The discrepancy in the amount of options beneficially owned reported in this Form 4 and the Form 4 filed with the SEC on July, 27, 2021 was due to an administrative error, which has been corrected herein.
- The stock option is currently vested and fully exercisable.

Remarks:

/s/ Judi Otteson, Attorney-in-Fact 01/04/2022

** 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.

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.