

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

October 9, 2023

Date of Report (date of earliest event reported)

Desktop Metal, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-38835

(Commission File Number)

83-2044042

(IRS Employer
Identification No.)

63 Third Avenue
Burlington, Massachusetts 01803

(Address of principal executive offices)

(978) 224-1244

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share (includes Preferred Stock Purchase Rights)	DM	New York Stock Exchange
Series A Junior Participating Preferred Stock, par value \$0.0001 per share	--	--

Item 1.01 Entry into a Material Definitive Agreement.

On October 9, 2023, the Company and Continental Stock Transfer & Trust Company, as rights agent (the "Rights Agent"), entered into an amendment (the "Rights Agreement Amendment") to that certain Rights Agreement (the "Rights Agreement"), dated as of May 26, 2023, between the Company and the Rights Agent. The Rights Agreement Amendment accelerates the expiration of the Company's preferred share purchase rights (the "Rights") under the Rights Agreement by amending the definition of "Final Expiration Date" under the Rights Agreement to mean "October 9, 2023." Accordingly, the Rights which were previously dividended to holders of record of the common shares, par value \$0.0001 per share, of the Company shall expire as of the close of business on October 9, 2023 upon the expiration of the Rights Agreement and no person shall have any rights pursuant to the Rights Agreement or the Rights.

The preceding summary is qualified in its entirety by reference to the Rights Agreement Amendment, a copy of which is attached as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

The information set forth under “Item 1.01 Entry into a Material Definitive Agreement” of this Current Report on Form 8-K with respect to the entry into a Rights Agreement Amendment is incorporated herein by reference.

Item 3.03. Material Modification to Rights of Security Holders.

The foregoing discussion of the Amendment to Rights Agreement under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01. Other Events.

On October 9, 2023, the Company issued a press release announcing the Rights Agreement Amendment and the expiration of the Rights Agreement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

4.1 Amendment to Rights Agreement, dated as of October 9, 2023, between Desktop Metal, Inc. and Continental Stock Transfer & Trust Company.

99.1 Press Release of Desktop Metal, Inc., dated October 9, 2023.

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, thereto duly authorized.

Desktop Metal, Inc.

Date: October 10, 2023

/s/ Meg Broderick

Name: Meg Broderick

Title: General Counsel and Corporate Secretary

**AMENDMENT
TO
RIGHTS AGREEMENT**

THIS AMENDMENT TO RIGHTS AGREEMENT (this “*Amendment*”), dated as of October 9, 2023, to the Rights Agreement, dated as of May 26, 2023 (the “*Rights Agreement*”), is between Desktop Metal, Inc., a Delaware corporation (the “*Company*”) and Continental Stock Transfer & Trust Company, as rights agent (the “*Rights Agent*”). Capitalized terms used in this Amendment and not otherwise defined herein shall have the meanings given them in the Rights Agreement.

WHEREAS, the Company and the Rights Agent have executed and entered into the Rights Agreement;

WHEREAS, pursuant to Section 26 of the Rights Agreement, the Company and the Rights Agent may from time to time supplement or amend any provision of the Rights Agreement in accordance with the provisions of Section 26 thereof;

WHEREAS, the Board of Directors of the Company deems it advisable and in the best interests of the Company and its stockholders to amend certain provisions of the Rights Agreement as set forth herein;

WHEREAS, the Company has provided an officer’s certificate in compliance with the terms of Section 26 of the Rights Agreement; and

WHEREAS, the Company and the Rights Agent desire to amend the Rights Agreement as set forth in this Amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Company and the Rights Agent hereby agree as follows:

1. Section 7.1 of the Rights Agreement is hereby amended to replace the date “July 24, 2024” with the date “October 9, 2023.”
2. In each place where it appears in the exhibits to the Rights Agreement, the date “July 24, 2024” is hereby replaced with the date “October 9, 2023.”
3. Except as expressly set forth in this Amendment, this Amendment shall not amend or otherwise modify any text or other provision of the Rights Agreement. The Rights Agreement, as amended by this Amendment, shall remain in full force and effect. Each reference to “hereof,” “hereunder,” “hereto,” “herein” and “hereby” and each other similar reference, and each reference to “this Agreement” and each other similar reference contained in the Rights Agreement shall refer to the Rights Agreement as amended by this Amendment.

4. This Amendment shall be deemed to be a contract made under the internal laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State, other than with respect to the duties and rights of the Rights Agent under Sections 18-21 hereunder which shall be governed by and construed in accordance with the laws of the State of New York.

5. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment transmitted electronically shall have the same authority, effect and enforceability as an original signature.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to the Rights Agreement to be duly executed, as of the day and year first above written.

DESKTOP METAL, INC.

By: /s/ Meg Broderick
Name: Meg Broderick
Title: General Counsel and Corporate Secretary

[Signature Page to Amendment to Rights Agreement]

CONTINENTAL STOCK TRANSFER & TRUST COMPANY, as Rights Agent

By: /s/ Henry Farrell
Name: Henry Farrell
Title: Vice President

[Signature Page to Amendment to Rights Agreement]

Desktop Metal, Inc. Announces Termination of Shareholder Rights Plan

BOSTON /BUSINESS WIRE/ -- Desktop Metal, Inc. (NYSE: DM) announced today that, in connection with the termination of the merger agreement between Desktop Metal and Stratasys Ltd. (Nasdaq: SSYS) on September 28, 2023, the Desktop Metal board of directors approved the amendment of Desktop Metal's rights agreement, which was previously scheduled to expire on July 24, 2024. Pursuant to the amendment, the plan has been terminated as of today.

Further details about the amendment to the rights agreement will be contained in a Form 8-K to be filed by Desktop Metal with the SEC.

About Desktop Metal

Desktop Metal (NYSE:DM) is driving Additive Manufacturing 2.0, a new era of on-demand, digital mass production of industrial, medical, and consumer products. Our innovative 3D printers, materials, and software deliver the speed, cost, and part quality required for this transformation. We're the original inventors and world leaders of the 3D printing methods we believe will empower this shift, binder jetting and digital light processing. Today, our systems print metal, polymer, sand and other ceramics, as well as foam and recycled wood. Manufacturers use our technology worldwide to save time and money, reduce waste, increase flexibility, and produce designs that solve the world's toughest problems and enable once-impossible innovations. Learn more about Desktop Metal and our #TeamDM brands at www.desktopmetal.com.

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