

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

1. Name and Address of Reporting Person *  <u>Grayson Dayna B</u>  (Last) (First) (Middle)  <u>C/O DESKTOP METAL, INC.</u> <u>63 3RD AVENUE</u>  (Street) <u>BURLINGTON MA 01803</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Desktop Metal, Inc. [ DM ]</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>04/02/2025</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			
<u>Class A Common Stock</u>	<u>04/02/2025</u>		<u>M</u>		<u>28,571</u>	<u>A</u>	<u>(1)</u>	<u>42,627</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>04/02/2025</u>		<u>D<sup>(2)</sup></u>		<u>42,627</u>	<u>D</u>	<u>(2)</u>	<u>0</u>	<u>D</u>	

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				
<u>Restricted Stock Units</u>	<u>(3)</u>	<u>04/02/2025</u>		<u>M</u>			<u>28,571</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>28,571</u>	<u>(1)</u>	<u>0</u>	<u>D</u>	
<u>Stock Options</u>	<u>\$14.1</u>	<u>04/02/2025</u>		<u>D<sup>(4)</sup></u>			<u>6,106</u>	<u>(4)</u>	<u>08/04/2030</u>	<u>Class A Common Stock</u>	<u>6,106</u>	<u>(4)</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

1. The non-employee directors' restricted stock units that were outstanding immediately prior to the consummation of the merger were vested, converted into the Issuer's Class A Common Stock, cancelled and converted into the right to receive the Per Share Merger Consideration.
2. Pursuant to the Agreement and Plan of Merger, dated as of July 2, 2024 (the "Merger Agreement"), by and among Desktop Metal, Inc. (the "Issuer"), Nano Dimension Ltd., an Israeli company ("Nano"), and Nano US I, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Nano ("Merger Sub"), on April 2, 2025 (the "Effective Time"), Merger Sub merged with and into the Issuer, with the Issuer surviving the merger as an indirect wholly owned subsidiary of Nano. At the Effective Time, each outstanding share of Class A Common Stock was cancelled and converted into the right to receive \$5.295 in cash, without interest (the "Per Share Merger Consideration").
3. Each restricted stock unit represents a contingent right to receive one shares of the Issuer's Class A Common Stock.
4. Pursuant to the Merger Agreement, at the Effective Time, each outstanding option was cancelled and converted into the right to receive an amount of cash equal to the product of (i) the excess of the Per Share Merger Consideration over the per share exercise price of such option, multiplied by (ii) the number of shares of common stock subject to the vested portion of the option immediately prior to the Effective Time, without interest and less applicable tax withholdings. Any options that have a per share exercise price equal to or exceeding the Per Share Merger Consideration were cancelled for no consideration.

/s/ Larry O'Connell, Attorney-in-Fact 04/04/2025

\*\* 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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