

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Kress Greg			2. Issuer Name and Ticker or Trading Symbol Shapeways Holdings, Inc. [SHPW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2021					
30-02 48TH AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
LONG ISLAND CITY, NY 11101								
(City) (State) (Zip)			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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: 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				
Stock Option (right to buy)	\$ 0.49	09/29/2021		A		1,410,422		(1)	09/05/2028	Common Stock	1,410,422	\$ 0	1,410,422	D	
Stock Option (right to buy)	\$ 0.5	09/29/2021		A		1,007,444		(1)	05/05/2030	Common Stock	1,007,444	\$ 0	1,007,444	D	
Restricted Stock Unit	(2)	09/29/2021		A		205,000		(2)	(2)	Common Stock	205,000	\$ 0	205,000	D	
Restricted Stock Unit	(3)	09/29/2021		A		268,651		(4)(5)	(4)(5)	Common Stock	268,651	\$ 0	268,651	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kress Greg 30-02 48TH AVENUE LONG ISLAND CITY, NY 11101	X		Chief Executive Officer	

Signatures

/s/ Jennifer Walsh, Attorney-in-Fact		10/01/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

- (1) The Stock Option was received in exchange for an option to purchase 2,417,866 shares of common stock of Shapeways, Inc. ("Shapeways") in connection with the merger of Shapeways with and into a wholly owned subsidiary of the Issuer (the "Merger"), which closed on September 29, 2021 (the "Closing Date"). The Stock Option was fully vested as of the Closing Date.
- (2) In connection with the Merger, the Reporting Person received 205,000 restricted stock units (the "Transaction Bonus RSUs"), each representing the right to receive one share of Common Stock of the Issuer. The Transaction Bonus RSUs will vest within 30 days of the Closing Date and settle in shares of Common Stock of the Issuer within 74 days following the Closing Date.
- (3) In connection with the Merger, the Reporting Person received 268,651 restricted stock units (the "Earn-out RSUs") in the Issuer.
Subject to the satisfaction of the share-price based performance vesting conditions, each Earn-out RSU represents the right to receive one share of Common Stock of the Issuer. The Earn-out RSUs will be subject to share-price based performance ("RSU Performance Milestones") vesting conditions as follows: (i) if, at any time prior to September 29, 2024 (the "RSU Earn-out Period"),
(4) the VWAP (as defined in the Reporting Person's Earn-out RSU award agreement) of the Issuer's Common Stock equals or exceeds \$14.00 per share (as adjusted for stock splits, stock dividends, reorganizations and recapitalizations and similar transactions after the Closing Date) for 30 consecutive trading days occurring during the period beginning on the Closing Date and ending on the Expiration Date,
one half (1/2) of the Earn-out RSUs shall vest; and (ii) if, at any time prior to the RSU Earn-out Period, the VWAP (as defined in the Reporting Person's Earn-out RSU award agreement) of the Issuer's Common Stock equals or exceeds \$16.00 per share (as adjusted for stock splits, stock dividends, reorganizations and recapitalizations and similar transactions after the Transaction Date)
(5) for 30 consecutive trading days occurring during the period beginning on the Closing Date and ending on the Expiration Date, one half (1/2) of the Earn-out RSUs shall vest. If the RSU Performance Milestones are not met during the RSU Earn-out Period, then the applicable Earn-out RSUs shall be automatically forfeited.

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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