

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Walsh Jennifer		2. Issuer Name and Ticker or Trading Symbol Shapeways Holdings, Inc. [SHPW]		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) _____ Chief Financial Officer	
(Last) (First) (Middle) 30-02 48TH AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 09/29/2021			
(Street) LONG ISLAND CITY,, NY 11101		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	
(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.

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 control number. SEC 1474 (9-02)

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		89,497		(1)	09/05/2028	Common Stock	89,497	\$ 0	89,497	D	
Stock Option (right to buy)	\$ 0.49	09/29/2021		A		313,480		(1)	09/05/2028	Common Stock	313,480	\$ 0	313,480	D	
Stock Option (right to buy)	\$ 0.5	09/29/2021		A		402,977		(1)	07/23/2029	Common Stock	402,977	\$ 0	402,977	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		89,550		(4)(5)	(4)(5)	Common Stock	89,550	\$ 0	89,550	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh Jennifer 30-02 48TH AVENUE LONG ISLAND CITY,, NY 11101			Chief Financial Officer	

Signatures

/s/ Jennifer Walsh

10/01/2021

Signature of Reporting Person

Date

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 805,954 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 89,550 restricted stock units (the "Earn-out RSUs") in the Issuer.

(4) 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"), 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

(5) 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) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.