

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 * Wolfe Josh (Last) (First) (Middle) 30-02 48TH AVENUE (Street) LONG ISLAND CITY,, NY 11101 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Shapeways Holdings, Inc. [SHPW] 3. Date of Earliest Transaction (Month/Day/Year) 09/29/2021 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 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
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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			
Common Stock	09/29/2021		A		3,430,000	A	(1) (2) (3)	3,430,000	I	Held by Lux Ventures III, L.P. (7) (8)
Common Stock	09/29/2021		A		381,111	A	(1) (2) (3)	381,111	I	Held by Lux Ventures III, L.P. (7) (8)
Common Stock	09/29/2021		A		2,563,614	A	(4)	2,563,614	I	Held by Lux Co-Invest Opportunities, L.P. (7) (8)
Common Stock	09/29/2021		A		284,846	A	(4)	284,846	I	Held by Lux Co-Invest Opportunities, L.P. (7) (8)
Common Stock	09/29/2021		A		155,400	A	(5)	155,400	I	Held by Lux Ventures Cayman III, L.P. (7) (8)
Common Stock	09/29/2021		A		17,267	A	(5)	17,267	I	Held by Lux Ventures Cayman III, L.P. (7) (8)
Common Stock	09/29/2021		A		1,633	A	(6)	1,633	I	Held by Lux Ventures III Special Founders Fund, L.P. (7) (8)
Common Stock	09/29/2021		A		181	A	(6)	181	I	Held by Lux Ventures III Special Founders Fund, L.P. (7) (8)
Common Stock	09/29/2021		A		300,000	A	\$ 10	300,000	I	Held by Lux Co-Invest Opportunities, L.P. (7) (8)

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)				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					

Reporting Owners

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

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).

- In connection with the merger described in that certain Agreement and Plan of Merger and Reorganization, dated as of April 28, 2021 (the "Merger Agreement"), by and among Galileo Acquisition Corp., now known as Shapeways Holdings, Inc. (the "Issuer"), Galileo Acquisition Holdings, Inc. ("Merger Sub"), and Shapeways, Inc. ("Shapeways"), pursuant to which Merger Sub merged with and into Shapeways, with Shapeways surviving as a wholly-owned subsidiary of the Issuer. In connection with the Merger, the Reporting Person received (i) 3,430,000 shares of Common Stock in the Issuer and (ii) 381,111 restricted Common Stock of the Issuer (the "Earn-out Shares"). The Earn-out Shares will no longer be subject forfeiture upon the satisfaction of certain share price vesting conditions (the "Earn-out Conditions") as follows: (i) if, at any time prior to September 29, 2024 (the "Earn-out Period") the VWAP (as defined in the Merger 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 Transaction Date) for 30 consecutive trading days occurring during the period beginning on the Transaction Date and ending on the Expiration Date, one half (1/2) of the Earn-out Shares shall vest; and (ii) if, at any time prior to the Earn-out Period, the VWAP (as defined in the Merger 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 Transaction Date and ending on the Expiration Date, one half (1/2) of the Earn-out Shares shall vest. If the Performance Milestones are not met during the Earn-out Period, then the applicable Earn-out Shares shall be automatically forfeited. On the effective date of the Merger, the closing price of the Issuer's Common Stock was \$8.54 per share.
- (3) In connection with the Merger, the Reporting Person received (i) 2,563,614 shares of Common Stock in the Issuer and (ii) 284,846 Earn-out Shares. The Earn-out Shares will no longer be subject forfeiture upon the satisfaction of the Earn-out Conditions.
- (4) In connection with the Merger, the Reporting Person received (i) 155,400 shares of Common Stock in the Issuer and (ii) 17,267 Earn-out Shares. The Earn-out Shares will no longer be subject forfeiture upon the satisfaction of the Earn-out Conditions.
- (5) In connection with the Merger, the Reporting Person received (i) 1,633 shares of Common Stock in the Issuer and (ii) 181 Earn-out Shares. The Earn-out Shares will no longer be subject forfeiture upon the satisfaction of the Earn-out Conditions.
- (6) Lux Co-Invest Partners, LLC is the general partner of Lux Co-Invest Opportunities, L.P. and exercises voting and dispositive power over the shares noted herein held by Lux Co-Invest Opportunities, L.P. Lux Venture Partners III, LLC is the general partner of Lux Ventures III, LP and of Lux Ventures III Special Founders Fund, L.P. Lux Ventures Cayman III General Partner Limited is the general partner of Lux Ventures Cayman III, L.P. and exercises voting and dispositive power over the shares noted herein held by Lux Ventures Cayman III, L.P. Peter Hebert and Josh Wolfe are the individual managing members of Lux Venture Partners III, LLC, Lux Co-Invest Partners, LLC and Lux Ventures Cayman III General Partner Limited. The individual

- (8) managers, as the sole managers of Lux Venture Partners III, LLC, Lux Co-Invest Partners, LLC and Lux Ventures Cayman III General Partner Limited, may be deemed to share voting and dispositive power for the shares noted herein held by Lux Ventures III, L.P., Lux Co-Invest Opportunities, L.P., Lux Ventures Cayman III, L.P. and Lux Ventures III Special Founders Fund, L.P. Each of Lux Venture Partners III, LLC, Lux Co-Invest Partners, LLC and Lux Ventures Cayman III General Partner Limited, and the individual managers separately disclaim beneficial ownership over the shares noted herein except to the extent of their pecuniary interest therein.

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.