

☐ 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

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Lawson Richard Franklin</u>  (Last) (First) (Middle) <u>C/O PATHFINDER ACQUISITION CORPORATION</u> <u>1950 UNIVERSITY AVENUE, SUITE 350</u>  (Street) <u>PALO ALTO</u> <u>CA</u> <u>94303</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pathfinder Acquisition Corp [ PFDR ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2021</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of Board of Directors</u></div> 6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Ordinary Shares	(1)	04/02/2021		J <sup>(2)</sup>		500,000	(1)	(1)	Class A Ordinary Shares	500,000	\$0.00	8,050,000	D <sup>(3)(4)</sup>	

Explanation of Responses:

1. As described in the issuer's registration statement on Form S-1 (File No. 333-252498) under the heading "Description of Securities--Founder Shares", the Class B ordinary shares, par value \$0.0001 per share, will automatically convert into Class A ordinary shares, par value \$0.0001 per share, of the issuer at the time of the issuer's initial business combination, on a one-for-one basis, subject to adjustment for share splits, share capitalizations, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.
2. This Form 4 reflects the automatic surrender to Pathfinder Acquisition Corporation (the "issuer") of 500,000 shares of the issuer's Class B common stock, par value \$0.0001 per share, for no consideration by the reporting person pursuant to contractual arrangements with the issuer, triggered by the expiration of the option of the underwriters of the issuer's initial public offering to purchase additional units.
3. The securities reported herein are held directly by Pathfinder Acquisition LLC (the "Sponsor"). The board of managers of the Sponsor exercises voting and dispositive power over all securities held by the Sponsor. HGGC Pathfinder Holdings I, LLC ("HGGC Holdings") has the power to appoint three members to the board of managers of the Sponsor. Arrowhead Holdings, LLC has the power to appoint a member to the board of managers of the Sponsor. Industry Ventures Tech Buyout, LP has the power to appoint two members to the board of managers of the Sponsor. The Reporting Person is a member of the board of managers of HGGC Holdings and has been appointed to the board of managers of the Sponsor by HGGC Holdings.
4. (continued from footnote 3) Accordingly, the Reporting Person may be deemed to share dispositive power over the securities held by the Sponsor, and thus, may be deemed to be the beneficial owner of these securities. The Reporting Person disclaims beneficial ownership of any securities held by the Sponsor except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Lance R. Taylor, Attorney-in-Fact  
\*\* Signature of Reporting Person

04/05/2021  
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.

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 Number.