

## FORM 3

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

## OMB APPROVAL

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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>Lawson Richard Franklin</u> <hr/> (Last) (First) (Middle) C/O PATHFINDER ACQUISITION CORPORATION 1950 UNIVERSITY AVENUE, SUITE 350 <hr/> (Street) PALO CA 94303 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/16/2021	3. Issuer Name and Ticker or Trading Symbol <u>Pathfinder Acquisition Corp [ PFDR ]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of Board of Directors</u> <hr/> 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B ordinary shares	(1)	(1)	Class A ordinary shares	8,550,000 <sup>(2)</sup>	(1)	I <sup>(3)(4)</sup>	By Pathfinder Acquisition LLC

## 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, will automatically convert into Class A ordinary shares, par value \$0.0001, of the issuer at the time of the issuer's initial business combination transaction 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. The Class B ordinary shares indirectly owned by the reporting person include up to 1,125,000 shares that are subject to forfeiture to the extent the underwriters of the initial public offering of the issuer's securities do not exercise in full their over-allotment option as described in the issuer's registration statement.

3. The Class B ordinary shares are owned directly by Pathfinder Acquisition LLC, a Delaware limited liability company (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 Fund, LP has the power to appoint two members to the board of managers of the Sponsor.

4. (continued from footnote 3) 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. 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.

## Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Lance Taylor, as  
 attorney-in-fact for  
 Richard Lawson

02/16/2021

\*\* 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 5 (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.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of David Chung, Lindsay Sharma and Lance Taylor, or any of them acting individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Pathfinder Acquisition Corporation, a Cayman Islands exempted company (the "Company"), Forms 3, 4, and 5, including amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein at a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of February, 2021.

/s/ Richard Lawson

Richard Lawson