

# FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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

<b>1. Name and Address of Reporting Person *</b>  <b>JOHNSON MARK W</b> <small>(Last) (First) (Middle)</small>  <b>100 KIMBALL PLACE, SUITE 600</b> <small>(Street)</small>  <b>ALPHARETTA, GA 30009</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Mativ Holdings, Inc. [ MATV ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/20/2023</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CLO and Corporate Secretary</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/1/2024		M		6,443	A	\$0 (1)	6,443 (2)	D	
Common Stock	9/1/2024		D		6,443	D	\$18.96 (1)(3)	0 (2)	D	
Common Stock	2/13/2025		M		6,888	A	\$0 (4)	6,888 (2)	D	
Common Stock	2/13/2025		D		2,439	D	\$18.96 (4)(5)	4,449 (2)	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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				
Restricted Stock Units	(1)	9/20/2023		A		19,330 (1)		(1)	(1)	Common Stock	19,330	(1)	19,330 (6)	D	
Restricted Stock Units	(1)	9/1/2024		M			6,443 (1)	(1)	(1)	Common Stock	6,443	(1)	12,887	D	
Restricted Stock Units	(4)	4/26/2024		A		20,664 (4)		(4)	(4)	Common Stock	20,664	(4)	20,664 (6)	D	
Restricted Stock Units	(4)	2/13/2025		M			6,888 (4)	(4)	(4)	Common Stock	6,888	(4)	13,776	D	

**Explanation of Responses:**

- (1) On September 20, 2023, the reporting person was granted 19,330 restricted stock units ("RSUs") subject to time vesting. Such RSUs vest in three equal annual installments beginning on September 1, 2024 and each anniversary thereafter. Each RSU represents a right to receive one share of the common stock of the issuer and/or cash upon vesting. 6,443 RSUs vested on September 1, 2024.
- (2) The reporting person's number of shares of common stock owned was previously overstated by 33,551 shares due to a number of RSUs that should have been reported in Table II instead of Table I on the reporting person's Form 4 documents filed on September 22, 2023 and April 30, 2024.
- (3) This transaction reflects the settlement for cash of 6,443 vested RSUs.
- (4) On April 26, 2024, the reporting person was granted 20,664 RSUs subject to time vesting. Such RSUs vest in three equal annual installments beginning on February 13, 2025 and each anniversary thereafter. Each RSU represents a right to receive one share of the common stock of the issuer and/or cash upon vesting. 6,888 RSUs vested on February 13, 2025.

(5) Shares withheld to satisfy tax withholding obligation arising upon the vesting of RSUs.

(6) These RSUs were incorrectly reported in Table I on the reporting person's Form 4 documents filed on September 22, 2023 and April 30, 2024

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>JOHNSON MARK W 100 KIMBALL PLACE SUITE 600 ALPHARETTA, GA 30009</b>			<b>CLO and Corporate Secretary</b>	

**Signatures**

**Mark W. Johnson**

**3/14/2025**

\*\*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 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.

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