

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

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

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## 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

| 1. Name and Address of Reporting Person *                                                                |                |                                         |                                 | 2. Issuer Name <b>and</b> Ticker or Trading Symbol  |            |                                |                                            |        |                                                               | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                 |                                  |                                          |                                          |                                                                    |              |
|----------------------------------------------------------------------------------------------------------|----------------|-----------------------------------------|---------------------------------|-----------------------------------------------------|------------|--------------------------------|--------------------------------------------|--------|---------------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------|------------------------------------------|------------------------------------------|--------------------------------------------------------------------|--------------|
| REDDY N MOHAI                                                                                            | N              |                                         |                                 |                                                     | ERION      |                                | •                                          |        | -                                                             |                                                                                         | X Director                       | ,                                        | 10%                                      | 6 Owner                                                            |              |
| (Last) (F                                                                                                | irst) (Mid     | ldle)                                   | 3. I                            | 3. Date of Earliest Transaction (MM/DD/YYYY)        |            |                                |                                            |        |                                                               | Officer (give title below) Other (specify below)                                        |                                  |                                          |                                          |                                                                    |              |
| 6070 PARKLAND                                                                                            | BLVD.          |                                         |                                 |                                                     |            | 5/18                           | 8/202                                      | 23     |                                                               |                                                                                         |                                  |                                          |                                          |                                                                    |              |
| (:                                                                                                       | Street)        |                                         | 4. I                            | fAm                                                 | endment    | , Date O                       | rigina                                     | al Fil | ed (MM/D                                                      | D/YYYY)                                                                                 | 6. Individual o                  | or Joint/G                               | roup Filing                              | Check Appl                                                         | icable Line) |
| MAYFIELD HEIGHTS, OH 44124                                                                               |                |                                         |                                 |                                                     |            |                                |                                            |        |                                                               | X _ Form filed by One Reporting Person Form filed by More than One Reporting Person     |                                  |                                          |                                          |                                                                    |              |
| (City)                                                                                                   | (State) (Zip)  | )                                       | Rul                             | le 101                                              | b5-1(c) T  | ransactio                      | on Inc                                     | dicati | on                                                            |                                                                                         |                                  |                                          |                                          |                                                                    |              |
|                                                                                                          |                |                                         |                                 |                                                     |            |                                |                                            |        |                                                               |                                                                                         | ade pursuant to                  |                                          |                                          |                                                                    | en plan      |
|                                                                                                          |                |                                         | ınaı                            | t 18 11                                             | itended t  | o sausty                       | tne ai                                     | HIII   | anve den                                                      | ense cond                                                                               | itions of Rule                   | 1005-1(c).                               | See Instruc                              | tion 10.                                                           |              |
|                                                                                                          | ,              | Table I - No                            | on-Deri                         | ivati                                               | ve Secur   | ities Acc                      | quire                                      | d, Di  | sposed o                                                      | f, or Ben                                                                               | eficially Owne                   | d                                        |                                          |                                                                    |              |
| 1. Title of Security (Instr. 3)                                                                          |                |                                         |                                 | Date 2A. Deemed Execution Date, if any 3. Trans. Co |            |                                | or Disposed of (D)                         |        | ) Fo                                                          | Amount of Securities Beneficially Owned ollowing Reported Transaction(s) nstr. 3 and 4) |                                  |                                          | Ownership<br>Form:<br>Direct (D)         | Beneficial<br>Ownership                                            |              |
|                                                                                                          |                |                                         |                                 |                                                     |            | Code                           | V                                          | Amou   | (A) or (D)                                                    | Price                                                                                   |                                  |                                          |                                          | or Indirect<br>(I) (Instr.<br>4)                                   | (Instr. 4)   |
| Т                                                                                                        | able II - Deri | ivative Secu                            | ırities l                       | Bene                                                | ficially ( | Owned (                        | <i>e.g.</i> , p                            | outs,  | calls, wa                                                     | ırrants, o                                                                              | ptions, conver                   | tible secu                               | rities)                                  |                                                                    |              |
| 1. Title of Derivate Security (Instr. 3)  2. Conversion of Exercis Price of Derivative Security Security | e              | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) | Derivativ                                           |            | Securities<br>(A) or<br>of (D) | 6. Date Exercisable<br>and Expiration Date |        | 7. Title and<br>Securities U<br>Derivative S<br>(Instr. 3 and | Inderlying<br>Security                                                                  | Derivative<br>Security           | derivative<br>Securities<br>Beneficially | Ownership<br>Form of<br>Derivative       | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |              |
| Security                                                                                                 |                |                                         | Code                            | V                                                   | (A)        | (D)                            | Date<br>Exerci                             |        | Expiration<br>Date                                            | Title                                                                                   | Amount or<br>Number of<br>Shares |                                          | Reported<br>Transaction(s)<br>(Instr. 4) | or Indirect                                                        |              |
| Restricted Stock (1)                                                                                     | 5/18/2023      |                                         | A                               |                                                     | 1148       |                                | (2                                         | 2).    | (2)                                                           | Common<br>Stock                                                                         | 1148.0                           | \$0                                      | 1148                                     | D                                                                  |              |

#### **Explanation of Responses:**

- (1) Each restricted stock unit represents a right to receive one share of MTRN common stock.
- (2) The restricted stock units generally vest on the earlier of (1) the first anniversary of the grant date and (2) the date of the next annual meeting of MTRN's shareholders that follows the grant date.

### Reporting Owners

| _ 1                            |               |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
| Reporting Owner Name / Address | Director      | 10% Owner | Officer | Other |  |  |  |  |
| REDDY N MOHAN                  |               |           |         |       |  |  |  |  |
| 6070 PARKLAND BLVD.            | X             |           |         |       |  |  |  |  |
| MAYFIELD HEIGHTS, OH 44124     |               |           |         |       |  |  |  |  |

## **Signatures**

/s/Michelle R. Mekinda as Atty. In Fact

\*\*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.

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.