

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>Driscoll Craig</u> _____ (Last) (First) (Middle) <u>7529 STANDISH PLACE</u> <u>SUITE 200</u> _____ (Street) <u>DERWOOD MD 20855</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xometry, Inc. [XMTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	07/02/2021		C		481,428	A	\$0.00 ⁽¹⁾	481,428	I	See Footnote ⁽²⁾

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Series Seed-1 Preferred Stock	(1)	07/02/2021		C			129,859	(1)	(1)	Class A Common Stock	129,859	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽²⁾
Series Seed-2 Preferred Stock	(1)	07/02/2021		C			57,132	(1)	(1)	Class A Common Stock	57,132	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽²⁾
Series A-2 Preferred Stock	(1)	07/02/2021		C			73,997	(1)	(1)	Class A Common Stock	73,997	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	07/02/2021		C			25,400	(1)	(1)	Class A Common Stock	25,400	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	07/02/2021		C			26,397	(1)	(1)	Class A Common Stock	26,397	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	07/02/2021		C			20,486	(1)	(1)	Class A Common Stock	20,486	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽²⁾
Series E Preferred Stock	(1)	07/02/2021		C			148,157	(1)	(1)	Class A Common Stock	148,157	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽²⁾

Explanation of Responses:

- Each share of Series Seed-1 Preferred Stock, Series Seed-2 Preferred Stock, Series A-2 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock automatically converted, without payment of additional consideration, into Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- These shares are held of record by Highland Leaders Fund I, L.P. ("HLF I"). The general partner of HLF I is Highland Leaders Fund I GP, L.P., whose general partner is Highland Leaders Fund I GP, LLC ("HLF I GP LLC"). The Reporting Person is a Managing Member of HLF I GP LLC and may be deemed to have voting and dispositive power over the shares held by HLF I. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.

Remarks:

/s/ Dorothy Vinsky, Attorney-in-Fact 07/07/2021

** 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 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.