

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Goguen Peter</u>  (Last) (First) (Middle) <u>C/O XOMETRY, INC.</u> <u>7529 STANDISH PLACE, 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)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2022</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	01/03/2022		M		12,500	A	\$12.32	114,791	D	
Class A Common Stock	01/03/2022		M		1,042	A	\$3.65	115,833	D	
Class A Common Stock	01/03/2022		M		834	A	\$1.68	116,667	D	

**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
Stock Option (Right to Buy)	\$1.68	01/03/2022		M			834	(1)	02/19/2029	Class A Common Stock	834	\$0.00	10,000	D	
Stock Option (Right to Buy)	\$3.65	01/03/2022		M			1,042	(2)	04/27/2030	Class A Common Stock	1,042	\$0.00	25,000	D	
Stock Option (Right to Buy)	\$12.32	01/03/2022		M			12,500	(3)	03/27/2031	Class A Common Stock	12,500	\$0.00	37,500	D	

**Explanation of Responses:**

- One quarter (1/4) of the shares vested on January 1, 2020, and thereafter, the remainder of the shares vest in 36 monthly installments, subject to Reporting Person's continuous service.
- One quarter (1/4) of the shares vested on January 1, 2021, and thereafter, the remainder of the shares vest in 36 monthly installments, subject to the Reporting Person's continuous service.
- One quarter (1/4) of the shares vested on January 1, 2022, and thereafter, the remainder of the shares vest in 36 monthly installments, subject to the Reporting Person's continuous service.

**Remarks:**

/s/ Kristie Scott, Attorney-in-Fact 01/04/2022

\*\* 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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