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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

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**Xometry, Inc.**  
(Name of Issuer)

**Class A Common Stock, \$0.000001 par value per share**  
(Title of Class of Securities)

**98423F109**  
(CUSIP Number)

**December 31, 2023**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1.	Names of Reporting Person	
	Randolph Altschuler	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 2,000,051 shares <sup>(1)</sup>
	6.	Shared Voting Power 2,165,699 shares <sup>(2)</sup>
	7.	Sole Dispositive Power 2,000,051 shares <sup>(1)</sup>
	8.	Shared Dispositive Power 1,106,518 shares <sup>(3)</sup>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,165,750 shares <sup>(4)</sup>	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 9.2% <sup>(5)</sup>	
12.	Type of Reporting Person (see instructions) IN	

- (1) Consists of (i) 81,245 shares of Class A Common Stock held by Mr. Altschuler; (ii) 1,475,311 shares of Class B Common Stock held by Mr. Altschuler, which shares are convertible at any time into Class A Common Stock on a one-to-one basis; (iii) 435,596 shares of Class A Common Stock underlying outstanding options held by Mr. Altschuler that are exercisable within 60 days of December 31, 2023; and (iv) 7,899 shares of Class A Common Stock underlying outstanding restricted stock units ("RSUs") held by Mr. Altschuler that are issuable upon the vesting of such RSUs within 60 days of December 31, 2023.

- (2) Consists of (i) 85,582 shares of Class A Common Stock held by the 2021 Tigers Trust; (ii) 324,533 shares of Class A Common Stock held by the Matthew Sladkin Altschuler 2012 Trust; (iii) 324,533 shares of Class A Common Stock held by the Noah Sladkin Altschuler 2012 Trust; (iv) 324,533 shares of Class A Common Stock held by the Sasha Sladkin Altschuler 2012 Trust; (v) 475,248 shares of Class A Common Stock held by The Altschuler Family Trust (2020); and (vi) 631,270 shares of Class A Common Stock held by Mr. Altschuler's spouse.
- (3) Consists of (i) 475,248 shares of Class A Common Stock held by The Altschuler Family Trust (2020); and (ii) 631,270 shares of Class A Common Stock held by Mr. Altschuler's spouse.
- (4) Consists of (i) 81,245 shares of Class A Common Stock of the Issuer held by Mr. Altschuler, (ii) 85,582 shares of Class A Common Stock held by the 2021 Tigers Trust; (iii) 324,533 shares of Class A Common Stock held by the Matthew Sladkin Altschuler 2012 Trust; (iv) 324,533 shares of Class A Common Stock held by the Noah Sladkin Altschuler 2012 Trust; (v) 324,533 shares of Class A Common Stock held by the Sasha Sladkin Altschuler 2012 Trust; (vi) 475,248 shares of Class A Common Stock held by The Altschuler Family Trust (2020); (vii) 631,270 shares of Class A Common Stock held by Mr. Altschuler's spouse; (viii) 1,475,311 shares of Class B Common Stock of the Issuer held by Mr. Altschuler, which shares are convertible at any time into Class A Common Stock on a one-to-one basis; (ix) 435,596 shares of Class A Common Stock underlying outstanding options held by Mr. Altschuler that are exercisable within 60 days of December 31, 2023; and (x) 7,899 shares of Class A Common Stock underlying outstanding RSUs held by Mr. Altschuler that are issuable upon the vesting of such RSUs within 60 days of December 31, 2023.
- (5) This percentage is calculated based on 45,394,804 shares of Class A Common Stock outstanding as of November 1, 2023, as reported by the Issuer in its Form 10-Q for the quarter ended September 30, 2023, filed with the United States Securities and Exchange Commission on November 9, 2023 (the "Form 10-Q").

**Item 1(a).** Name of Issuer: Xometry, Inc.

**Item 1(b).** Address of Issuer's Principal Executive Offices: 6116 Executive Blvd., Suite 800, North Bethesda, MD 20852

**Item 2(a).** Name of Person Filing:  
Randolph Altschuler

**Item 2(b).** Address of Principal Business Office or, if none, Residence: The address and principal business office of the Reporting Person is:  
c/o Xometry, Inc.  
6116 Executive Blvd., Suite 800  
North Bethesda, MD 20852

**Item 2(c).** Citizenship:  
U.S. citizen

**Item 2(d).** Title of Class of Securities: Class A Common Stock

**Item 2(e).** CUSIP Number: 98423F109

**Item 3.** **Not applicable.**

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

- (a) Amount Beneficially Owned: **See Row 9 of cover page for the Reporting Person.**
- (b) Percent of Class: **See Row 11 of cover page for the Reporting Person.**
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: **See Row 5 of cover page for the Reporting Person.**
  - (ii) Shared power to vote or to direct the vote: **See Row 6 of cover page for the Reporting Person.**
  - (iii) Sole power to dispose or to direct the disposition of: **See Row 7 of cover page for the Reporting Person.**
  - (iv) Shared power to dispose or to direct the disposition of: **See Row 8 of cover page for the Reporting Person.**

**Item 5. Ownership of 5 Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of a Group**

Not applicable.

**Item 10. Certification**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2024

\_\_\_\_\_  
Date

/s/ Randolph Altschuler

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Randolph Altschuler