

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>CRONIN BILL</u> (Last) (First) (Middle) <u>7529 STANDISH PLACE</u> <u>SUITE 200</u> (Street) <u>DERWOOD MD 20855</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/29/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Xometry, Inc. [XMTR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Revenue Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	249,029	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	01/29/2028	Common Stock	7,292	1.65	D	
Stock Option (right to buy)	(2)	02/19/2029	Common Stock	7,917	1.68	D	
Stock Option (right to buy)	(3)	04/27/2030	Common Stock	22,605	3.65	D	
Stock Option (right to buy)	(4)	03/25/2031	Common Stock	50,000	12.32	D	

Explanation of Responses:

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

Remarks:

Exhibit List -- Exhibit 24 -- Power of Attorney

/s/ Dorothy Vinsky,
Attorney-in-Fact

07/08/2021

** 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 5 (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.

POWER OF ATTORNEY
(For Executing Form ID and
Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sam Lipson, Dennis Craig II and Dorothy Vinsky of Cooley LLP, and Kristie Scott and James Rallo of Xometry, Inc. (the "Company"), signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned's name and on the under signed's behalf, and submit to the Securities and Exchange Commission (the "SEC"), a Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder , in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney -in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney -in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and author it y to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their subs titu tes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsib ilit ies to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company , (b) revocation by the undersi gned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP or another law firm representing the Company, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of June 24, 2021.

By: /s/ William Cronin

William Cronin

Signature of Authorized Person: /s/ William Cronin

Printed Name of Signature: William Cronin

Title of Person Signing: Chief Revenue Officer

Notary Signature & Seal to be Placed Here: see attached notarial certificate

ALL-PURPOSE ACKNOWLEDGEMENT

State/Commonwealth of FLORIDA)
County of Levy)
On 06/24/2021 before me, Brittany N Smith
personally appeared William Cronin

personally known to me -- OR --
proved to me on the basis of the oath of -- OR --
proved to me on the basis of satisfactory evidence: driver _ license

to be the individual(s) whose name(s) is (are) subscribed to the within
instrument, and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies) and by proper authority, and that by
his/her/their signature(s) on the instrument, the individual(s), or person(s) or
entity on behalf of which the individual(s) acted, executed the instrument for
the purposes and consideration therein stated.

WITNESS my hand and official seal.

Notary Public Signature: /s/ Brittany N Smith
Notary Name: Brittany N Smith - Online Notary
Notary Commission Number: HH 85582
Expires on January 27 2025
Notarized online using audio-video communication

DESCRIPTION OF ATTACHED DOCUMENT

Title or Type of Document Power of attorney
Document Date June 24 2021
Number of Pages (with certificate) 4
Signer(s) other than named above n/a

Capacity(ies) claimed by signers n/a
Signer's Name William Cronin
Individual