SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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igations may continue. See truction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>				uer Name and Ticke <u>metry, Inc.</u> [XM		•	symbol		ationship of Reportir k all applicable) Director	10% (Dwner		
(Last) C/O XOMETR		(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/09/2022						Officer (give title below) Chief Rev	enue Officer	(specify)	
7529 STANDISH PLACE, SUITE 200				Amendment, Date of	Original	Filed	(Month/Day/	6. Indi	6. Individual or Joint/Group Filing (Check Applicable				
(Street) DERWOOD	MD	20855								X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)											
		Table I - No	n-Derivative	Securities Acq	uired,	Dis	oosed of,	or Ben	eficially	Owned			
Date			2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						v	Amount	t (A) or (D) Pr		Transaction(s) (Instr. 3 and 4)		(1130. 4)	
Class A Commo	on Stock		05/09/2022		М		7,292	A	\$ 1.65	145,349	D		
Class A Common Stock 05/0			05/09/2022		М		4,583	Α	\$ 1.68	149,932	D		
Class A Common Stock 05/09				1	М		8,021	A	\$3.65	157,953	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. Transa Code (8)		of Deri Sec Acq (A) Disp of (I	oosed D) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		d 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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.65	05/09/2022		М			7,292	(1)	01/29/2028	Class A Common Stock	7,292	\$0.00	7,292	D	
Stock Option (Right to Buy)	\$1.68	05/09/2022		М			4,583	(2)	02/19/2029	Class A Common Stock	4,583	\$0.00	4,583	D	
Stock Option (Right to Buy)	\$3.65	05/09/2022		М			8,021	(3)	04/27/2030	Class A Common Stock	8,021	\$0.00	8,021	D	

Explanation of Responses:

1. One quarter (1/4) of the shares vested on January 1, 2019, and thereafter, the remainder of the shares vest in 36 monthly installments, subject to the Reporting Person's continuous service.

2. 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 the Reporting Person's continuous service. 3. 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.

Remarks:

/s/ Kristie Scott, Attorney-in-	05/00/2022
Fact	05/09/2022

** 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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