SEC Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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
   CROIN BILL
   (Last) (First) (Middle)
   C/O XOMETRY, INC.
   6116 EXECUTIVE BLVD, SUITE 800
   NORTH BETHESDA MD 20852

2. Issuer Name and Ticker or Trading Symbol
   Xometry, Inc. [ XMTR ]

3. Date of Earliest Transaction (Month/Day/Year)
   04/27/2023

4. Transaction (A) or (D) (Instr. 4)
   04/27/2023

5. Relationship of Reporting Person(s) to Issuer
   Director 10% Owner
   Offcer (give title below) Other (specify below)
   Chief Revenue Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
   x Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>8. Ownership of Derivative Security (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>04/27/2023</td>
<td></td>
<td>M</td>
<td>3,334</td>
<td>136,068</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>04/28/2023</td>
<td></td>
<td>M</td>
<td>8,021</td>
<td>144,089</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Ownership of Derivative Security (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$1.68</td>
<td>04/27/2023</td>
<td>M</td>
<td>3,334</td>
<td>02/19/2029</td>
<td>Class A Common Stock 3,334</td>
<td>$0.00</td>
<td>1,249</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$3.65</td>
<td>04/28/2023</td>
<td>M</td>
<td>8,021</td>
<td>04/27/2030</td>
<td>Class A Common Stock 8,021</td>
<td>$0.00</td>
<td>0.00</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. 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.
2. 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:

/\ Kristie Scott, Attorney-in-Fact

05/01/2023

Signature of Reporting Person

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).


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.