

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Xometry, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

32-0415449
(I.R.S. Employer
Identification No.)

**6116 Executive Blvd.
Suite 800
North Bethesda, MD 20852
(240) 252-1138**
(Address of principal executive offices, including zip code)

Xometry, Inc. 2021 Equity Incentive Plan
(Full title of the plan)

**Randolph Altschuler
Chief Executive Officer
Xometry, Inc.
6116 Executive Blvd.
Suite 800
North Bethesda, MD 20852
(240) 252-1138**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Eric Blanchard
Trey Reilly
Cooley LLP
1299 Pennsylvania Ave. NW
Suite 700
Washington, DC 20004-2400
(202) 842-7800**

**James Rallo
Kristie Scott
Xometry, Inc.
6116 Executive Blvd Suite 800
North Bethesda, MD 20852
(240) 252-1138**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- | | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Xometry, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 2,374,920 shares of Class A common stock under the Xometry, Inc. 2021 Equity Incentive Plan (the “**2021 Plan**”), pursuant to the provisions of the 2021 Plan providing for annual automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2021 Plan. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “**Commission**”) are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Registration Statements on Form S-8, previously filed with the Commission on [July 2, 2021](#) and [March 18, 2022](#) (File Nos. 333-257671 and 333-263716, respectively).
- (b) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on March 16, 2023.
- (c) The description of the Registrant’s Common Stock which is contained in a registration statement on [Form 8-A](#) filed on June 25, 2021 (File No. 001-40546) under the Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description.
- (d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained or incorporated by reference herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Xometry, Inc., as currently in effect.	8-K	001-40546	3.1	July 2, 2021
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	8-K	001-40546	3.2	July 2, 2021

4.3	Form of Class A Common Stock Certificate.	S-1/A	333-256769	4.1	June 25, 2021
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of KPMG LLP, independent registered public accounting firm.				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1).				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Xometry, Inc. 2021 Equity Incentive Plan.	S-1/A	333-256769	10.9	June 21, 2021
99.2	Forms of grant notice, stock option agreement and notice of exercise under the Xometry, Inc. 2021 Equity Incentive Plan.	S-1/A	333-256769	10.10	June 25, 2021
99.3	Forms of restricted stock unit grant notice and award agreement under the Xometry, Inc. 2021 Equity Incentive Plan.	S-1/A	333-256769	10.11	June 25, 2021
107*	Calculation of Filing Fee Table				

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Montgomery County in the State of Maryland, on this 17th day of March, 2023.

XOMETRY, INC.

By: /s/ Randolph Altschuler

Randolph Altschuler
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Randolph Altschuler as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Randolph Altschuler</u> Randolph Altschuler	Chief Executive Officer, Co-Founder and Director <i>(Principal Executive Officer)</i>	March 17, 2023
<u>/s/ James Rallo</u> James Rallo	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 17, 2023
<u>/s/ Laurence Zuriff</u> Laurence Zuriff	Co-Founder, Managing Director Donor Advised Fund and Director	March 17, 2023
<u>/s/ George Hornig</u> George Hornig	Director	March 17, 2023
<u>/s/ Deborah Bial</u> Deborah Bial	Director	March 17, 2023
<u>/s/ Ranjana B. Clark</u> Ranjana B. Clark	Director	March 17, 2023
<u>/s/ Emily Rollins</u> Emily Rollins	Director	March 17, 2023
<u>/s/ Fabio Rosati</u> Fabio Rosati	Director	March 17, 2023
<u>/s/ Katharine Weymouth</u> Katharine Weymouth	Director	March 17, 2023



Eric Blanchard
+1 212 479 6565
eblanchard@cooley.com

March 17, 2023

Xometry, Inc.
7529 Standish Place
Suite 200
Derwood, MD 20855

Ladies and Gentlemen:

We have acted as counsel to Xometry, Inc., a Delaware corporation (the “*Company*”), in connection with the filing of a Registration Statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission (the “*Commission*”) covering the offering of up to 2,374,920 shares (the “*Shares*”) of the Company’s Class A Common Stock, \$0.000001 par value per share issuable pursuant to the Xometry, Inc. 2021 Equity Incentive Plan (the “*2021 Plan*”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the 2021 Plan, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2021 Plan, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Cooley LLP 55 Hudson Yards, New York, NY 10001-2157
t: (212) 479-6000 f: (212) 479-6275 cooley.com



Xometry, Inc.
March 17, 2023
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Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Eric Blanchard
Eric Blanchard

Cooley LLP 55 Hudson Yards, New York, NY 10001-2157
t: (212) 479-6000 f: (212) 479-6275 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated March 16, 2023, with respect to the consolidated financial statements of Xometry, Inc. and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP
McLean, Virginia
March 16, 2023

Calculation of Filing Fee Tables

Form S-8

Xometry, Inc.

Table 1 — Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Class A Common Stock, \$0.000001 par value per share, 2021 Equity Incentive Plan	Other ⁽²⁾	2,374,920 ⁽³⁾	\$15.655	\$37,179,372.60	0.00011020	\$4,097.17
Fees Previously Paid	—	—	—	—	—	—	—	—
	Total Offering Amounts				—	\$37,179,372.60	—	\$4,097.17
	Total Fees Previously Paid				—	—	—	—
	Total Fee Offsets				—	—	—	—
	Net Fee Due				—	—	—	\$4,097.17

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock.
- (2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Market on March 15, 2023.
- (3) Represents an automatic annual increase equal to 5.0% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31 of the preceding year, which annual increase is provided by the Registrant’s 2021 Equity Incentive Plan.