**United States Securities and Exchange Commission**

**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

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1. **Name and Address of Reporting Person**
   
   **Cronin Bill**
   
   (Last) (First) (Middle)
   
   C/O Xometry, Inc.
   
   7529 Standish Place, Suite 200
   
   DERWOOD MD 20855
   
   (City) (State) (Zip)

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

3. **Date of Earliest Transaction**
   
   03/15/2022

4. **If Amendment, Date of Original Filed**
   
   03/14/2022

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**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>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2022</td>
<td></td>
<td></td>
<td>A</td>
<td>14,028(1)</td>
<td>138,057</td>
<td>D</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 5)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. 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. 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. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$34.86</td>
<td>03/15/2022</td>
<td></td>
<td>A</td>
<td>23,195</td>
<td>(3)</td>
<td>Class A Common Stock 23,195 $0.00 23,195 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents a restricted stock unit ("RSU") grant. One quarter (1/4) of the shares underlying the RSUs will vest on January 1, 2023 and the remainder of the shares underlying the RSUs vest quarterly for the 3 years thereafter, subject to the Reporting Person's continuous service.

2. Each RSU represents a contingent right to receive one share of the Class A Common Stock of the Issuer.

3. One quarter (1/4) of the options will vest on January 1, 2023, and the remainder of the options vest quarterly for the 3 years thereafter, subject to the Reporting Person's continuous service.

**Remarks:**

☐ Kristie Scott, Attorney-in-Fact 03/17/2022

**Signature of Reporting Person**

**Date**

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**Omni Form 4**

**OMB APPROVAL**

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