

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Highland Leaders Fund I, L.P.</u> (Last) (First) (Middle) ONE BROADWAY 16TH FLOOR (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/29/2021	3. Issuer Name and Ticker or Trading Symbol <u>Xometry, Inc.</u> [XMTR]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
---------------------------------	---	--	---

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			
Series Seed-1 Preferred Stock	(1)	(1)	Common Stock	129,859	(1)	I	See Footnote ⁽²⁾
Series Seed-1 Preferred Stock	(1)	(1)	Common Stock	28,058	(1)	I	See Footnote ⁽³⁾
Series Seed-2 Preferred Stock	(1)	(1)	Common Stock	57,132	(1)	I	See Footnote ⁽²⁾
Series Seed-2 Preferred Stock	(1)	(1)	Common Stock	12,344	(1)	I	See Footnote ⁽⁴⁾
Series A-1 Preferred Stock	(1)	(1)	Common Stock	3,636,868	(1)	I	See Footnote ⁽⁵⁾
Series A-2 Preferred Stock	(1)	(1)	Common Stock	73,997	(1)	I	See Footnote ⁽²⁾
Series A-2 Preferred Stock	(1)	(1)	Common Stock	334,214	(1)	I	See Footnotes ⁽⁶⁾
Series B Preferred Stock	(1)	(1)	Common Stock	25,400	(1)	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	(1)	Common Stock	668,746	(1)	I	See Footnote ⁽⁷⁾
Series C Preferred Stock	(1)	(1)	Common Stock	26,397	(1)	I	See Footnote ⁽²⁾
Series C Common Stock	(1)	(1)	Common Stock	381,123	(1)	I	See Footnote ⁽⁸⁾
Series D Preferred Stock	(1)	(1)	Common Stock	20,486	(1)	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	(1)	Common Stock	403,999	(1)	I	See Footnote ⁽⁹⁾
Series E Preferred Stock	(1)	(1)	Common Stock	148,157	(1)	I	See Footnote ⁽²⁾
Series E Preferred Stock	(1)	(1)	Common Stock	32,013	(1)	I	See Footnote ⁽¹⁰⁾

1. Name and Address of Reporting Person* <u>Highland Leaders Fund I, L.P.</u> (Last) (First) (Middle) ONE BROADWAY

16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Highland Entrepreneurs' Fund 9 Limited Partnership

(Last)

(First)

(Middle)

ONE BROADWAY

16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

Explanation of Responses:

1. Each share of Series Seed-1 Preferred Stock, Series Seed-2 Preferred Stock, Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock is convertible at any time at the option of the holder, without payment of additional consideration, into Common Stock, on a one-for-one basis, has no expiration date and is expected to automatically convert into shares of Class A Common Stock immediately prior to the closing of the Issuer's initial public offering.
2. These shares are held of record by Highland Leaders Fund I, L.P. ("HLF I"). The general partner of HLF I is Highland Leaders Fund I GP, L.P. ("HLF I GP LP"), whose general partner is Highland Leaders Fund I GP, LLC ("HLF I GP LLC"). Robert Davis, Dan Nova, Paul Maeder, Corey Mulloy and Craig Driscoll (the "HLF I GP Managing Members") are the managing members of HLF I GP LP and may be deemed to have voting and dispositive power over the shares held by HLF I. Each of HLF I GP LP, HLF I GP LLC, and the HLF I GP Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein. Mr. Driscoll is a director of the Issuer and files separate Section 16 reports.
3. Includes 18,484 shares held by Highland Capital Partners 9 LP ("HCP9"), 7,961 shares held by Highland Capital Partners 9-B LP ("HCP9B") and 1,613 shares held by Highland Entrepreneurs' Fund 9 LP ("HEF9"). The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose general partner is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported therein.
4. Includes 8,131 shares held by HCP9, 3,503 shares held by HCP9B and 710 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose general partner is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported therein.
5. Includes 2,395,787 shares held by HCP9, 1,031,961 shares held by HCP9B and 209,120 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose general partner is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported therein.
6. Includes 220,163 shares held by HCP9, 94,834 shares held by HCP9B and 19,217 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose general partner is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported therein.
7. Includes 440,537 shares held by HCP9, 189,756 shares held by HCP9B and 38,453 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose general partner is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported therein.
8. Includes 251,067 shares held by HCP9, 108,143 shares held by HCP9B and 21,913 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose general partner is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported therein.
9. Includes 266,136 shares held by HCP9, 114,634 shares held by HCP9B and 23,229 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose general partner is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported therein.
10. Includes 21,088 shares held by HCP9, 9,084 shares held by HCP9B and 1,841 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose general partner is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported therein.

Remarks:

Jessica Healey, Authorized 07/01/2021
Signatory of Highland

[Leaders Fund I GP, LLC,](#)
[Highland Leaders Fund I](#)
[GP, L.P. and Highland](#)
[Leaders Fund I, L.P.](#)

[Jessica Healey, Authorized](#)
[Signatory of Highland](#)
[Management Partners 9](#)
[LLC, Highland](#)
[Management Partners 9](#)
[LP, Highland](#)

[06/30/2021](#)

[Entrepreneurs' Fund 9 LP,](#)
[Highland Capital Partners](#)
[9 LP and Highland Capital](#)
[Partners 9-B LP](#)

** 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.