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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 15, 2024**

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**Xometry, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40546**  
(Commission File Number)

**32-0415449**  
(IRS Employer  
Identification No.)

**6116 Executive Blvd, Suite 800**  
**North Bethesda, Maryland**  
(Address of Principal Executive Offices)

**20852**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (240) 252-1138**

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.000001 per share	XMTR	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

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## **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 15, 2024, the Board of Directors (the “Board”) of Xometry, Inc. (the “Company”) appointed Roy Azevedo to serve as a member of the Board, effective on October 15, 2024 (the “Effective Date”). Mr. Azevedo will serve as a Class II director whose term will expire at the Company’s 2026 annual meeting of stockholders. The Board also appointed Mr. Azevedo as a member of the Audit Committee, effective as of the Effective Date.

As a non-employee director of the Company, Mr. Azevedo will participate in the Company’s non-employee director compensation program. Pursuant to this program, Mr. Azevedo will receive (i) an initial equity award (the “Initial RSU Award”) of restricted stock units (“RSUs”) pursuant to the Company’s 2021 Equity Incentive Plan (the “Plan”), in an amount equal to a grant date value of \$300,000 based on the average closing price of the Company’s common stock during the twenty days prior to the grant date, and (ii) an annual equity award (the “Annual RSU Award”) of RSUs pursuant to the Plan, in an amount equal to a grant date value of \$43,750, representing the standard annual award of RSUs with a grant date value of \$175,000 prorated for three months of Mr. Azevedo’s service for the remainder of the year ending December 31, 2024, based on the average closing price of the Company’s common stock during the twenty days prior to the grant date. The Initial RSU Award will vest in three equal annual installments on the first, second and third anniversaries of the grant date, subject to Mr. Azevedo’s continued service with the Company through each such vesting date. The Annual RSU Award will vest in full on January 1, 2025, subject to Mr. Azevedo’s continued service with the Company through such vesting date. Mr. Azevedo will also be eligible each year to receive an equity award of RSUs pursuant to the Plan, in an amount equal to a grant date value of \$175,000. In addition, Mr. Azevedo will be paid an annual cash retainer of \$35,000 for his service as a member of the Board, plus an additional annual cash retainer of \$10,000 for his service as a member of the Audit Committee, which amounts for 2024 will be prorated for three months of service for the remainder of the year ending December 31, 2024 (Mr. Azevedo can elect to receive these retainer amounts as restricted stock units). Mr. Azevedo will be eligible for additional amounts for service on any additional committee(s) to which he may be appointed in the future.

In connection with Mr. Azevedo’s appointment to the Board, the Company and Mr. Azevedo will enter into the Company’s standard form of indemnification agreement (the “Indemnification Agreement”). The Indemnification Agreement requires the Company to indemnify Mr. Azevedo, to the fullest extent permitted by Delaware law, for certain liabilities to which he may become subject as a result of his affiliation with the Company.

There are no arrangements or understandings between Mr. Azevedo and any other person pursuant to which he was selected as a director, and Mr. Azevedo does not have a material interest in any transaction that is required to be disclosed by Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

## **Item 7.01. Regulation FD Disclosure.**

On October 17, 2024, the Company issued a press release announcing the appointment of Mr. Azevedo to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

As provided in General Instruction B.2 of Form 8-K, the information set forth under this Item 7.01 and in the accompanying Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as otherwise expressly stated in such filing.

## **Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of Xometry, Inc. issued on October 17, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**XOMETRY, INC.**

Date: October 17, 2024

By: /s/ Randolph Altschuler

Randolph Altschuler  
Chief Executive Officer

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## Xometry Appoints Roy Azevedo To Its Board of Directors

- The Former President Of Raytheon Technologies' *Space And Airborne Systems And Intelligence And Space* Business Units Brings Significant Experience In Global Manufacturing, Engineering and Supply Chain Management
- Throughout His Career, Azevedo Has Championed Efforts To Digitize Entire Product Lifecycles, from Engineering and Design to Production and Delivery
- His Enterprise Management Expertise Will Help Xometry As It Continues To Scale Internationally, Serving Customers Across All Industries

**NORTH BETHESDA, Md., Oct. 17, 2024** – Xometry (NASDAQ:XMTR), the global AI-powered marketplace connecting enterprise buyers with suppliers of manufacturing services, today announced the appointment of Roy Azevedo to the company's Board of Directors.

Azevedo, the former president for two of Raytheon Technologies' business units, brings significant expertise in engineering, global manufacturing and supply chain management to Xometry. In his more than three decades with the aerospace and defense company, Azevedo held prominent leadership positions, including serving as president of the company's Raytheon Space and Airborne Systems business unit and, most recently, as president of Raytheon Intelligence and Space.

"Roy is a highly regarded executive whose background in engineering and deep expertise in global manufacturing and supply chain management makes him an excellent addition to our Board," said Randy Altschuler, CEO of Xometry. "In his career with Raytheon, Roy championed the digitization of operations, embraced automation and harnessed the power of emerging technologies like AI and machine learning to drive efficiency within various parts of Raytheon's business. He uniquely understands what it takes for global companies to create resilient supply chains, and his expertise will prove instrumental as we scale our own business to further serve an increasingly global and diversified customer base."

"Xometry is a fast-growing company with a compelling business proposition and a significant runway of growth ahead of it," Azevedo said. "I understand deeply the importance of digitizing the entire product lifecycle, from engineering and design to production and delivery. Xometry's growing portfolio of AI and machine-learning solutions are well-positioned to help companies everywhere, and I look forward to working with Randy and the rest of the Xometry management team as they continue to scale internationally and build on their tremendous growth."

An engineer by training, Azevedo joined Raytheon in 1989 and held a series of roles with increasing responsibility in designing, developing, producing and delivering systems for global customers. He was appointed President of Raytheon's Space and Airborne Systems unit in 2018 and appointed President of the company's Raytheon Intelligence and Space division in 2020. He earned a Bachelor of Science in Electrical Engineering from Northeastern University's College of Engineering in 1986.

Xometry's two-sided marketplace plays a vital role in the rapid digital transformation of the manufacturing industry. Xometry's proprietary technology shortens development cycles, drives efficiencies within corporate environments and helps companies create resilient supply chains. Xometry's product portfolio includes its industry leading digital marketplace; popular [Thomasnet®](#) industrial sourcing platform, and cloud-based tools and centralized project management software for large, mission-critical projects.

**About Xometry**

Xometry's (NASDAQ:XMTR) AI-powered marketplace, popular Thomasnet® industrial sourcing platform and suite of cloud-based services are rapidly digitizing the manufacturing industry. Xometry provides manufacturers the critical resources they need to grow their business and makes it easy for buyers to create locally resilient supply chains. The Xometry Instant Quoting Engine® leverages millions of pieces of data to analyze complex parts in real-time, matches buyers with the right suppliers globally, and provides accurate pricing and lead times. Learn more at [www.xometry.com](http://www.xometry.com) or follow [@xometry](#).

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