

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form 10-D  Form N-CEN  Form N-CSR

For Period Ended: December 31, 2022

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q

For the transition period ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I — REGISTRANT INFORMATION**

**Xometry, Inc.**

Full Name of Registrant

N/A

Former Name if Applicable

**6116 Executive Blvd, Suite 800**

Address of Principal Executive Office (Street and Number)

**North Bethesda, MD 20852**

City, State and Zip Code

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III - NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Xometry, Inc. ("Xometry") could not file its Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Form 10-K") within the prescribed period without unreasonable effort or expense because it requires additional time to complete its assessment of its internal control

over financial reporting. As a result, Xometry's independent registered public accounting firm, KPMG LLP, has not yet completed its audit of Xometry. Xometry currently anticipates the 2022 Form 10-K will contain no material changes to the full year of 2022 results announced in its press release dated March 1, 2023, and that the 2022 Form 10-K will be filed as soon as practicable on or before the 15th calendar day following the prescribed due date.

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**PART IV - OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification.

Kristie Scott  
**(Name)**

240  
**(Area Code)**

335-7914  
**(Telephone Number)**

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(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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**Cautionary Note Regarding Forward-Looking Statements**

This Form 12b-25 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words "anticipate," "will" and similar terms and phrases are used in this Form 12b-25 to identify forward-looking statements, including statements regarding Xometry's estimated timing for filing the 2022 Form 10-K. Risks, uncertainties and assumptions that could affect these forward-looking statements include, among other things, the completion of procedures related to Xometry's internal control over financial reporting, the discovery of additional information relevant to the audit and the time needed to finalize and file the 2022 Form 10-K. Xometry disclaims any obligation to update information contained in these forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

**Xometry, Inc.**  
**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 2, 2023

By: /s/ Randolph Altschuler  
Name: Randolph Altschuler  
Title: Chief Executive Officer

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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