

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
<a href="#">0001657573</a>	Nextline Manufacturing Corp.		<input checked="" type="checkbox"/> Corporation
<b>Name of Issuer</b> Xometry, Inc.			<input type="checkbox"/> Limited Partnership
<b>Jurisdiction of Incorporation/Organization</b> DELAWARE			<input type="checkbox"/> Limited Liability Company
<b>Year of Incorporation/Organization</b> Over Five Years Ago			<input type="checkbox"/> General Partnership
X Within Last Five Years (Specify Year) 2013			<input type="checkbox"/> Business Trust
Yet to Be Formed			<input type="checkbox"/> Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer			
Xometry, Inc.			
Street Address 1	Street Address 2		
7951 CESSNA AVENUE			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
GAITHERSBURG	MARYLAND	20879	204-525-1138

3. Related Persons

Last Name	First Name	Middle Name
Altschuler	Randolph	
Street Address 1	Street Address 2	ZIP/PostalCode
c/o Xometry, Inc.	7951 Cessna Avenue	
City	State/Province/Country	ZIP/PostalCode
Gaithersburg	MARYLAND	20879
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Zuriff	Laurence	
Street Address 1	Street Address 2	ZIP/PostalCode
c/o Xometry, Inc.	7951 Cessna Avenue	
City	State/Province/Country	ZIP/PostalCode
Gaithersburg	MARYLAND	20879
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Dalton	Sean	
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Xometry, Inc.	7951 Cessna Avenue	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Gaithersburg	MARYLAND	20879
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Horning	George	
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Xometry, Inc.	7951 Cessna Avenue	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Gaithersburg	MARYLAND	20879
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Barasz	Zachary	
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Xometry, Inc.	7951 Cessna Avenue	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Gaithersburg	MARYLAND	20879
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Rosati	Fabio	
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Xometry, Inc.	7951 Cessna Avenue	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Gaithersburg	MARYLAND	20879
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Levine	Seth	
<b>Street Address 1</b>	<b>Street Address 2</b>	
c/o Xometry, Inc.	7951 Cessna Avenue	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Gaithersburg	MARYLAND	20879
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance		

Investing  
Investment Banking  
Pooled Investment Fund  
Is the issuer registered as an investment company under the Investment Company Act of 1940?  
 Yes  No  
Other Banking & Financial Services  
Business Services  
Energy  
Coal Mining  
Electric Utilities  
Energy Conservation  
Environmental Services  
Oil & Gas  
Other Energy

Hospitals & Physicians  
Pharmaceuticals  
Other Health Care  
Manufacturing  
Real Estate  
Commercial  
Construction  
REITS & Finance  
Residential  
Other Real Estate

Computers  
Telecommunications  
 Other Technology  
Travel  
Airlines & Airports  
Lodging & Conventions  
Tourism & Travel Services  
Other Travel  
Other

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale 2018-06-29 First Sale Yet to Occur  
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes  No

9. Type(s) of Securities Offered (select all that apply)

Equity  
Debt  
Option, Warrant or Other Right to Acquire Another Security  
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Pooled Investment Fund Interests  
Tenant-in-Common Securities  
Mineral Property Securities  
 Other (describe)  
Preferred Stock can convert to Common Stock

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

Offering of Preferred Stock in exchange for shares of merged company

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient (Associated) Broker or Dealer  None  
Recipient CRD Number  None  
(Associated) Broker or Dealer CRD Number  None

**Street Address 1**

**Street Address 2**

City State/Province/Country ZIP/Postal Code  
State(s) of Solicitation (select all that apply) All States Foreign/non-US  
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$7,445,851 USD or Indefinite  
Total Amount Sold \$7,445,851 USD  
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Offering of Preferred Stock in exchange for shares of merged company

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate  
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Xometry, Inc.	/s/ Laurence Zuriff	Laurence Zuriff	Chief Financial Officer	2018-07-12

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.