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

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) Previous Names None

Name of Issuer
Xometry, Inc.

Jurisdiction of Incorporation/Organization
DELAWARE

Year of Incorporation/Organization
Over Five Years Ago
X Within Last Five Years (Specify Year) 2013
Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer
Xometry, Inc.

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

3. Related Persons

Last Name First Name Middle Name
Altschuler Randolph

Street Address 1 Street Address 2
C/o Xometry, Inc. 7951 Cessna Avenue
City Gaithersburg
State/Province/Country MARYLAND
ZIP/PostalCode 20879

Relationship: 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
C/o Xometry, Inc. 7951 Cessna Avenue
City Gaithersburg
State/Province/Country MARYLAND
ZIP/PostalCode 20879

Relationship: X Executive Officer X Director Promoter

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<tr>
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Clarification of Response (if Necessary):

4. Industry Group

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

5. Issuer Size  

<table>
<thead>
<tr>
<th>Revenue Range</th>
<th>Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Revenues</td>
<td>No Aggregate Net Asset Value</td>
</tr>
<tr>
<td>$1 - $1,000,000</td>
<td>$1 - $5,000,000</td>
</tr>
<tr>
<td>$1,000,001 - $5,000,000</td>
<td>$5,000,001 - $25,000,000</td>
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<tr>
<td>$5,000,001 - $25,000,000</td>
<td>$25,000,001 - $50,000,000</td>
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<tr>
<td>$25,000,001 - $100,000,000</td>
<td>$50,000,001 - $100,000,000</td>
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<tr>
<td>Over $100,000,000</td>
<td>Over $100,000,000</td>
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<tr>
<td>X Decline to Disclose</td>
<td>Decline to Disclose</td>
</tr>
<tr>
<td>Not Applicable</td>
<td>Not Applicable</td>
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6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)  

<table>
<thead>
<tr>
<th>Exemption/Exclusion</th>
<th>Section 3(c)</th>
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<tbody>
<tr>
<td>Rule 504(b)(1) (not (i), (ii) or (iii))</td>
<td>Section 3(c)(1)</td>
</tr>
<tr>
<td>Rule 504 (b)(1)(i)</td>
<td>Section 3(c)(2)</td>
</tr>
<tr>
<td>Rule 504 (b)(1)(ii)</td>
<td>Section 3(c)(3)</td>
</tr>
<tr>
<td>Rule 504 (b)(1)(iii)</td>
<td>Section 3(c)(4)</td>
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<tr>
<td>X Rule 506(b)</td>
<td>Section 3(c)(5)</td>
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<tr>
<td>Rule 506(c)</td>
<td>Section 3(c)(6)</td>
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<tr>
<td>Securities Act Section 4(a)(5)</td>
<td>Section 3(c)(7)</td>
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<td>Investment Company Act Section 3(c)</td>
<td>Section 3(c)(9)</td>
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<td>Section 3(c)(10)</td>
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<td>Section 3(c)(11)</td>
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<td>Section 3(c)(12)</td>
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<td>Section 3(c)(13)</td>
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<td></td>
<td>Section 3(c)(14)</td>
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</table>

7. Type of Filing  

X 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  
X No  

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

Computers  
Telecommunications  
X Other Technology  
Travel  
Airlines & Airports  
Lodging & Conventions  
Tourism & Travel Services  
Other Travel  
Other
X Equity Pooled Investment Fund Interests Debt Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
X 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? X 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 CRD Number X None
(Associated) Broker or Dealer CRD Number X 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: 12

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.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Xometry, Inc.</td>
<td>/s/ Laurence Zuriff</td>
<td>Laurence Zuriff</td>
<td>Chief Financial Officer</td>
<td>2018-07-12</td>
</tr>
</tbody>
</table>

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.