

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><u>Rallo James M</u> |                  |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Xometry, Inc. [ XMTR ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Chief Financial Officer</b> |  |  |
| (Last)   | (First)          | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/30/2022</u>        |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| C/O XOMETRY, INC.<br>7529 STANDISH PLACE, SUITE 200              |                  |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |  |  |   |  |  |
| (Street)   | DERWOOD MD 20855 |          |  |  |  |   |  |  |
| (City)   | (State)          | (Zip)    |  |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                    |   |  |   |
| Class A Common Stock            | 11/30/2022                           |  | M <sup>(1)</sup>               |   | 7,717   | A          | \$3.65                   | 29,404  | D  |   |
| Class A Common Stock            | 11/30/2022                           |  | M <sup>(1)</sup>               |   | 2,283   | A          | \$3.65                   | 31,687  | D  |   |
| Class A Common Stock            | 11/30/2022                           |  | S <sup>(2)</sup>               |   | 6,813   | D          | \$40.3288 <sup>(3)</sup> | 24,874  | D  |   |
| Class A Common Stock            | 11/30/2022                           |  | S <sup>(2)</sup>               |   | 3,079   | D          | \$41.316 <sup>(4)</sup>  | 21,795  | D  |   |
| Class A Common Stock            | 11/30/2022                           |  | S <sup>(2)</sup>               |   | 108   | D          | \$41.8476 <sup>(5)</sup> | 21,687  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option (Right to Buy)                | \$3.65   | 11/30/2022                           |  | M <sup>(1)</sup>               |   |  | 2,283 | (6)  | 05/05/2030      | Class A Common Stock  | 2,283                                      | \$0.00   | 288,894   | D  |       |
| Stock Option (Right to Buy)                | \$3.65   | 11/30/2022                           |  | M <sup>(1)</sup>               |   |  | 7,717 | (6)  | 05/05/2030      | Class A Common Stock  | 7,717                                      | \$0.00   | 281,177   | D  |       |

**Explanation of Responses:**

- The transaction reported in this Form 4 was effected automatically pursuant to a Rule 10b5-1 trading plan adopted and amended by the reporting person at least 30 days prior to the trading date.
- Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b5-1 trading plan adopted and amended by the reporting person at least 30 days prior to the trading date.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.75 to \$40.68, inclusive. The reporting person undertakes to provide to Xometry, Inc., any security holder of Xometry, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price in the ranges set forth in footnotes (3), (4) and (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.79 to \$41.76, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.845 to \$41.88, inclusive.
- One quarter (1/4) of the shares vested on April 13, 2021, and thereafter, the remainder of the shares vest in 36 monthly installments, subject to the Reporting Person's continuous service.

**Remarks:**

/s/ Kristie Scott, Attorney-in-Fact 12/02/2022

\*\* 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 4 (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.