SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Zuriff Laurence	Xometry, Inc. [XMTR]	X Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2021	Chief Strategy Officer
7529 STANDISH PLACE SUITE 200		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
DERWOOD MD 20855		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	07/02/2021		J[(1)]		2,147,916	D	[(1)]	0	D	
Class A Common Stock	07/02/2021		J[(1)]		2,147,916	A	[(1)]	2,147,916	D	
Class A Common Stock	07/02/2021		J[(2)]		1,200,843	D	[(2)]	947,073	D	
Common Stock	07/02/2021		J[(1)]		300,000	D	[(1)]	0	I	Held by the Jason Eric Zuriff Trust
Class A Common Stock	07/02/2021		J[(1)]		300,000	A	[(1)]	300,000	I	Held by the Jason Eric Zuriff Trust
Common Stock	07/02/2021		J[(1)]		300,000	D	[(1)]	0	I	Held by the Sophie Anna Zuriff 2020 Trust
Class A Common Stock	07/02/2021		J[(1)]		300,000	A	[(1)]	300,000	I	Held by the Sophie Anna Zuriff 2020 Trust
Common Stock	07/02/2021		J[(1)]		300,000	D	[(1)]	0	I	Held by the Zuriff Family 2020 Trust
Class A Common Stock	07/02/2021		J[(1)]		300,000	A	[(1)]	300,000	I	Held by the Zuriff Family 2020 Trust
Class A Common Stock	07/02/2021		C		201,176	A	[(3)]	201,176	I	Held by ZFI Capital,LP.

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Stock Option (right to buy)	$1.65	07/02/2021		J[(1)]			14,584	[(4)]	01/29/2028	Common Stock[(1)]	14,584	$0.00	0	D	
Stock Option (right to buy)	$1.65	07/02/2021		J[(1)]		14,584		[(4)]	01/29/2028	Class A Common Stock	14,584	$0.00	14,584	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	Amount or Number of Shares				
Stock Option (right to buy)	$3.65	07/02/2021		J(1)			129,360	(5)	08/07/2029	Common Stock(1)	129,360	$0.00	0	D	
Stock Option (right to buy)	$3.65	07/02/2021		J(1)		129,360		(5)	08/07/2029	Class A Common Stock	129,360	$0.00	129,360	D	
Series Seed-1 Preferred Stock	(3)	07/02/2021		C			128,102	(3)	(3)	Class A Common Stock	128,102	$0.00	0	I	Held by ZFI Capital,LP.
Series Seed-2 Preferred Stock	(3)	07/02/2021		C			43,796	(3)	(3)	Class A Common Stock	43,796	$0.00	0	I	Held by ZFI Capital,LP.
Series A-1 Preferred Stock	(3)	07/02/2021		C			29,278	(3)	(3)	Class A Common Stock	29,278	$0.00	0	I	Held by ZFI Capital,LP.
Class B Common Stock	(6)	07/02/2021		J(2)		1,200,843		(6)	(6)	Class A Common Stock	1,200,843	$0.00	1,200,843	D	

Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class A Common Stock in an exempt transaction pursuant to Rule 16b-7.

2. Immediately prior to the completion of the Issuer's initial public offering of Class A Common stock, the shares of the Issuer's Class A Common Stock held by the Reporting Person were exchanged at a 1:1 ratio for shares of the Issuer's Class B Common Stock pursuant to an exchange agreement between the Issuer and Reporting Person, as previously approved by the Issuer's board of directors.

3. Each share of Series Seed-1 Preferred Stock, Series Seed-2 Preferred Stock, and Series A-1 Preferred Stock automatically converted, without payment of additional consideration, into Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

4. One quarter (1/4) of the shares vested on January 1, 2019, and thereafter, the remainder of the shares vest in 36 equal monthly installments, subject to the Reporting Person's continuous service.

5. One quarter (1/4) of the shares vested on May 2, 2020, and thereafter, the remainder of the shares vest in 36 equal monthly installments, subject to the Reporting Person's continuous service.

6. Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock. Each share of Class B Common Stock will convert automatically into shares of Class A common stock, on a one-to-one basis, upon the following: (1) sale or transfer of such share of Class B common stock; (2) the death or incapacity of the Reporting Person; (3) the Reporting Person's departure from the Issuer's board of directors; and (4) on the final conversion date, defined as the earlier of (a) the seventh anniversary of the Issuer's IPO; or (b) the date specified by vote of the holders of a majority of the outstanding shares of Class B common stock.

Remarks:

/s/ Dorothy Vinsky, Attorney-in-Fact   07/07/2021

** 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.

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