

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 31, 2022

Xometry, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40546
(Commission
File Number)

32-0415449
(IRS Employer
Identification No.)

7529 Standish Place, Suite 200
Derwood, Maryland
(Address of Principal Executive Offices)

20855
(Zip Code)

Registrant's Telephone Number, Including Area Code: 240 335-7914

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.000001 par value per share	XMTR	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition

The information contained under the subsection “Preliminary Financial Results for the Three Months Ended December 31, 2021” in Item 7.01 below is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure**Notes Offering**

On January 31, 2022, Xometry, Inc. (the “Company”) issued a press release announcing that it intends, subject to market conditions and other factors, to offer \$250 million aggregate principal amount of convertible senior notes due 2027 (the “Notes”). The Company intends to offer the Notes to the initial purchasers of the Notes pursuant to Section 4(a)(2) of the Securities Act of 1933 (the “Securities Act”) and expects any resale of the Notes to be to qualified institutional buyers pursuant to Rule 144A under the Securities Act. The Company also intends to grant to the initial purchasers of the Notes an option to purchase up to an additional \$37.5 million aggregate principal amount of Notes.

A copy of the press release issued by the Company announcing the launch of the offering of the Notes is filed as Exhibit 99.1 hereto.

Preliminary Financial Results for the Three Months Ended December 31, 2021

On January 31, 2022, the Company issued a press release announcing certain preliminary unaudited financial information for its fiscal quarter ended December 31, 2021. The preliminary results presented reflect the Company’s estimates based solely upon information available, and the Company’s final results could differ from these estimates due to the completion of the Company’s financial closing procedures, final adjustments and other developments that may arise between now and the time such audited consolidated financial statements for the year ended December 31, 2021 are issued. Any such change may potentially be material. Readers should exercise caution in relying on this information and should draw no inferences from this information regarding financial or operating data not provided.

A copy of the press release issued by the Company announcing the preliminary unaudited financial information for its fiscal quarter ended December 31, 2022 is filed as Exhibit 99.2 hereto.

The information in Items 2.02 and 7.01 and Exhibits 99.1 and 99.2 attached hereto is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or incorporated by reference into those filings of the Company that provide for the incorporation of all reports and documents filed by the Company under the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated January 31, 2022
99.2	Press release, dated January 31, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

XOMETRY, INC.

Date: January 31, 2022

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

Xometry Announces Proposed \$250 Million Offering of Convertible Senior Notes

ROCKVILLE, Md., January 31, 2022 (GLOBE NEWSWIRE) – Xometry, Inc. (“Xometry”) (XMTR), a leading digital marketplace for on-demand manufacturing, today announced its intent to offer, subject to market conditions and other factors, \$250 million aggregate principal amount of Convertible Senior Notes due 2027 (the “Notes”) in a private placement (the “Offering”) to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). Xometry also intends to grant the initial purchasers of the Notes an option to purchase, within a 13-day period beginning on, and including, the date on which the Notes are first issued, up to an additional \$37.5 million aggregate principal amount of Notes.

The Notes will be general unsecured obligations of Xometry and will accrue interest payable semiannually in arrears. Upon conversion, Xometry will pay or deliver, as the case may be, cash, shares of Xometry’s Class A common stock or a combination of cash and shares of Xometry’s Class A common stock, at its election. The interest rate, initial conversion rate and other terms of the Notes will be determined at the time of pricing of the Offering.

Xometry expects to use the net proceeds from the Offering for working capital and general corporate purposes and for acquisitions of, or strategic investments in, complementary businesses, products, services or technologies.

The Notes and shares of Xometry’s Class A common stock issuable upon conversion of the Notes, if any, have not been and will not be registered under the Securities Act, any state securities laws or the securities laws of any other jurisdiction, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release is neither an offer to sell nor a solicitation of an offer to buy any of these securities nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification thereof under the securities laws of any such state or jurisdiction.

Forward-Looking Statements

This press release contains “forward-looking” statements that involve risks and uncertainties, including statements concerning the proposed terms of the Notes, the size of the proposed Offering of the Notes, and the anticipated use of the net proceeds from the Offering. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “would,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Such forward-

looking statements involve known and unknown risks, uncertainties and other factors that may cause actual events to differ materially from Xometry's plans, including those more fully described in our filings with the Securities and Exchange Commission ("SEC") from time to time, including our Quarterly Reports on Form 10-Q for the periods ended June 30, 2021 and September 30, 2021. All forward-looking statements in this press release are based on information available to Xometry and assumptions and beliefs as of the date hereof, and Xometry disclaims any obligation to update any forward-looking statements, except as required by law.

About Xometry

Xometry (XMTR) powers the industries of today and tomorrow by connecting the people with big ideas to the manufacturers who can bring them to life. Xometry's digital marketplace gives manufacturers the critical resources they need to grow their business while also making it easy for buyers at Fortune 1000 companies to tap into global manufacturing capacity.

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Xometry Announces Unaudited Preliminary Fourth Quarter 2021 Results

ROCKVILLE, Md., January 31, 2022 (GLOBE NEWSWIRE) — Xometry (NASDAQ:XMTR), the AI-driven digital marketplace that connects enterprise buyers with manufacturers globally, today announced estimated unaudited preliminary revenue and gross profit margin for the three months ended December 31, 2021.

- Preliminary total revenue for the fourth quarter 2021 is expected to be in the range of \$65.5 million to \$67.5 million.
- Preliminary total revenue includes revenue from Thomas Publishing Company (“Thomas”) from the date of acquisition on December 9, 2021, which is expected to be in the range of \$3.5 million to \$4.5 million.
- Excluding Thomas, preliminary Xometry revenue for the fourth quarter 2021 is expected to be in the range of \$62.0 million to \$63.0 million, compared to \$38.0 million for the fourth quarter 2020. This represents year-over-year growth of 63-66%, and year-over-year growth of 80-83% after further excluding sales of masks by one customer from both periods.
- In addition, we expect Xometry gross profit margin for the fourth quarter 2021, excluding Thomas, to be in the range of 27.3%-27.6% compared to 25.0% for the three months ended December 31, 2020.

Xometry expects to report its full fourth quarter and fiscal year 2021 financial results after the market close on March 17, 2022. The preliminary financial results ranges described herein have not been audited and are subject to adjustment based on Xometry’s completion of year-end financial close processes.

Cautionary Information Regarding Forward-Looking Statements

This press release 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, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or the Company’s future financial or operating performance. Forward-looking statements in this press release include, but are not limited to, the Company’s unaudited preliminary financial information for the fourth quarter of 2021. The preliminary financial information set forth in this press release is subject to the completion of the Company’s audit process and is subject to change. The estimated preliminary results included in this press release should not be viewed as a substitute for the Company’s annual financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). There can be no assurance that the estimated preliminary results will be realized, and you are cautioned not to place undue reliance on the preliminary financial information, which reflects management’s current expectations and anticipated results of operations, all of which are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, market

trends, or industry results to differ materially from those expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “would,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Our expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected, including risks and uncertainties related to: competition, managing our growth, financial performance, including the impact of the COVID-19 pandemic on our business and operations and our ability to forecast our performance due to our limited operating history and the COVID-19 pandemic, investments in new products or offerings, our ability to attract buyers and sellers to our marketplace, legal proceedings and regulatory matters and developments, any future changes to our business or our financial or operating model, and our brand and reputation. The forward-looking statements contained in this press release are also subject to other risks and uncertainties that could cause actual results to differ from the results predicted, including those more fully described in our filings with the SEC, including our Quarterly Report on Form 10-Q for the period ended and September 30, 2021. All forward-looking statements in this press release are based on information available to Xometry and assumptions and beliefs as of the date hereof, and we disclaim any obligation to update any forward-looking statements, except as required by law.

About Xometry

Xometry (NASDAQ: XMTR) powers the industries of today and tomorrow by connecting the people with big ideas to the manufacturers who can bring them to life. Xometry’s digital marketplace gives manufacturers the critical resources they need to grow their business while also making it easy for buyers at Fortune 1000 companies to tap into global manufacturing capacity.

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