

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* <u>Altschuler Randolph</u> <hr/> (Last) (First) (Middle) C/O XOMETRY, INC. 7529 STANDISH PLACE, SUITE 200 <hr/> (Street) DERWOOD MD 20855 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xometry, Inc. [ XMTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)		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	12/01/2022		S <sup>(1)</sup>		4,369	D	\$42.3236 <sup>(2)</sup>	656,901	I	Held by spouse
Class A Common Stock	12/01/2022		S <sup>(1)</sup>		4,791	D	\$43.322 <sup>(3)</sup>	652,110	I	Held by spouse
Class A Common Stock	12/01/2022		S <sup>(1)</sup>		840	D	\$44.0587 <sup>(4)</sup>	651,270	I	Held by spouse
Class A Common Stock	12/01/2022		S <sup>(5)</sup>		845	D	\$42.2076 <sup>(6)</sup>	480,403	I	Held by the Altschuler Family Trust (2020)
Class A Common Stock	12/01/2022		S <sup>(5)</sup>		1,042	D	\$43.3125 <sup>(7)</sup>	479,361	I	Held by the Altschuler Family Trust (2020)
Class A Common Stock	12/01/2022		S <sup>(5)</sup>		113	D	\$43.96	479,248	I	Held by the Altschuler Family Trust (2020)
Class A Common Stock	12/01/2022		S <sup>(8)</sup>		934	D	\$42.3435 <sup>(9)</sup>	90,648	I	Held by the 2021 Tigers Trust
Class A Common Stock	12/01/2022		S <sup>(8)</sup>		1,066	D	\$43.545 <sup>(10)</sup>	89,582	I	Held by the 2021 Tigers Trust
Class A Common Stock	12/01/2022		S <sup>(11)</sup>		911	D	\$42.3042 <sup>(12)</sup>	329,622	I	Held by The Matthew Sladkin Altschuler 2012 Trust

**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	12/01/2022		S <sup>(11)</sup>		1,025	D	\$43.406 <sup>(10)</sup>	328,597	I	Held by The Matthew Sladkin Altschuler 2012 Trust
Class A Common Stock	12/01/2022		S <sup>(11)</sup>		64	D	\$44.2224 <sup>(13)</sup>	328,533	I	Held by The Matthew Sladkin Altschuler 2012 Trust
Class A Common Stock	12/01/2022		S <sup>(14)</sup>		917	D	\$42.3051 <sup>(12)</sup>	329,616	I	Held by The Noah Sladkin Altschuler 2012 Trust
Class A Common Stock	12/01/2022		S <sup>(14)</sup>		1,083	D	\$43.4269 <sup>(10)</sup>	328,533	I	Held by The Noah Sladkin Altschuler 2012 Trust
Class A Common Stock	12/01/2022		S <sup>(15)</sup>		906	D	\$42.2974 <sup>(16)</sup>	329,627	I	Held by The Sasha Sladkin Altschuler 2012 Trust
Class A Common Stock	12/01/2022		S <sup>(15)</sup>		981	D	\$43.2813 <sup>(17)</sup>	328,646	I	Held by The Sasha Sladkin Altschuler 2012 Trust
Class A Common Stock	12/01/2022		S <sup>(15)</sup>		113	D	\$43.96	328,533	I	Held by The Sasha Sladkin Altschuler 2012 Trust

**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					

**Explanation of Responses:**

- Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by the reporting person's spouse 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 \$41.83 to \$42.82, 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 (2), (3), (4), (6), (7), (9), (10), (12), (13), (16) and (17) 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 \$42.93 to \$43.83, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.96 to \$44.225, inclusive.
- Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by The Altschuler Family Trust (2020) 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 \$41.81 to \$42.68, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.82 to \$43.68, inclusive.

- 8. Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by the 2021 Tigers Trust at least 30 days prior to the trading date.
- 9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.85 to \$42.82, inclusive.
- 10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.96, inclusive.
- 11. Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by The Matthew Sladkin Altschuler 2012 Trust at least 30 days prior to the trading date.
- 12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.89 to \$42.82, inclusive.
- 13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.06 to \$44.24, inclusive.
- 14. Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by The Noah Sladkin Altschuler 2012 Trust Trust at least 30 days prior to the trading date.
- 15. Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by The Sasha Sladkin Altschuler 2012 Trust at least 30 days prior to the trading date.
- 16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.89 to \$42.875, inclusive.
- 17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.94 to \$43.68, inclusive.

**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.**