**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FILED PURSUANT TO SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SECTION 30(h) OF THE INVESTMENT COMPANY ACT OF 1940

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

1. Name and Address of Reporting Person
   - Goguen Peter
     - (Last) NORTH BETHESDA
     - (First) MD
     - (Middle) 20852

2. Issuer Name and Ticker or Trading Symbol
   - Xometry, Inc. [ XMTR ]

3. Date of Earliest Transaction (Month/Day/Year)
   - 03/15/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)
   - 03/15/2023

5. Relationship of Reporting Person(s) to Issuer
   - Director
     - Officer (give title below)
     - Other (specify below)
     - Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
   - X Form filed by One Reporting Person
   - X Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 9)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2023</td>
<td></td>
<td>A</td>
<td>21,765(1)</td>
<td>157,808</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2023</td>
<td></td>
<td>A</td>
<td>39,430(1)</td>
<td>197,238</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$15.82</td>
<td>03/15/2023</td>
<td></td>
<td>A</td>
<td>32,465</td>
<td>(4)</td>
<td>03/14/2033</td>
<td>Class A Common Stock</td>
<td>32,465</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$15.82</td>
<td>03/15/2023</td>
<td></td>
<td>A</td>
<td>58,813</td>
<td>(3)</td>
<td>03/14/2033</td>
<td>Class A Common Stock</td>
<td>58,813</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. Represents a restricted stock unit (“RSU”) grant. One quarter (1/4) of the shares underlying the RSUs will vest on January 1, 2024 and the remainder of the shares underlying the RSUs vest quarterly for the 3 years thereafter, subject to the Reporting Person’s continuous service.
2. Each RSU represents a contingent right to receive one share of the Class A Common Stock of the Issuer.
3. Represents a restricted stock unit (“RSU”) grant. One quarter (1/4) of the shares underlying the RSUs will vest on March 15, 2024 and the remainder of the shares underlying the RSUs vest quarterly for the 3 years thereafter, subject to the Reporting Person's continuous service.
4. One quarter (1/4) of the options will vest on January 1, 2024, and the remainder of the options vest quarterly for the 3 years thereafter, subject to the Reporting Person's continuous service.
5. One quarter (1/4) of the options will vest on March 15, 2024, and the remainder of the shares vested quarterly for the 3 years thereafter, subject to the Reporting Person's continuous service.

**Remarks:**

/s/ Kristie Scott, Attorney-in-Fact

03/17/2023

**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).


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.