

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

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* <u>Highland Leaders Fund I, L.P.</u> (Last) (First) (Middle) ONE BROADWAY 14TH FLOOR (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xometry, Inc. [XMTR]</u> 3. Date of Earliest Transaction (Month/Day/Year) 08/12/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	08/12/2022		j ⁽¹⁾		120,784	D	\$0.00	239,860	I	See Footnote ⁽²⁾
Class A Common Stock	08/12/2022		j ⁽³⁾		3,624	A	\$0.00	3,624	I	See Footnote ⁽⁴⁾
Class A Common Stock	08/12/2022		j ⁽⁵⁾		3,624	D	\$0.00	0	I	See Footnote ⁽⁴⁾
Class A Common Stock	08/12/2022		j ⁽⁶⁾		908,560	D	\$0.00	1,804,273	I	See Footnote ⁽⁷⁾
Class A Common Stock	08/12/2022		j ⁽⁶⁾		391,352	D	\$0.00	777,172	I	See Footnote ⁽⁸⁾
Class A Common Stock	08/12/2022		j ⁽⁶⁾		79,304	D	\$0.00	157,488	I	See Footnote ⁽⁹⁾
Class A Common Stock	08/12/2022		j ⁽¹⁰⁾		34,481	A	\$0.00	34,481	I	See Footnote ⁽¹¹⁾
Class A Common Stock	08/12/2022		j ⁽¹²⁾		34,481	D	\$0.00	0	I	See Footnote ⁽¹¹⁾

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)					

1. Name and Address of Reporting Person*
Highland Leaders Fund I, L.P.

 (Last) (First) (Middle)
 ONE BROADWAY
 14TH FLOOR

 (Street)
 CAMBRIDGE MA 02142

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Capital Partners 9 Limited Partnership](#)

(Last) (First) (Middle)

ONE BROADWAY
14TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Capital Partners 9-B Limited Partnership](#)

(Last) (First) (Middle)

ONE BROADWAY
14TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Management Partners 9 LLC](#)

(Last) (First) (Middle)

ONE BROADWAY
14TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Management Partners 9 Limited Partnership](#)

(Last) (First) (Middle)

ONE BROADWAY
14TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Entrepreneurs' Fund 9 Limited Partnership](#)

(Last) (First) (Middle)

ONE BROADWAY
14TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Leaders Fund I GP, L.P.](#)

(Last) (First) (Middle)

ONE BROADWAY
14TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Highland Leaders Fund I GP, LLC](#)

(Last) (First) (Middle)

ONE BROADWAY
14TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

Explanation of Responses:

1. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Highland Leaders Fund I, L.P. ("HLF I") to its partners.
2. These shares are held of record by HLF I. The general partner of HLF I is Highland Leaders Fund I GP, L.P. ("HLF I GP LP"), whose general partner is Highland Leaders Fund I GP, LLC ("HLF I GP LLC"). Robert Davis, Dan Nova, Paul Maeder, Corey Mulloy and Craig Driscoll (the "HLF I GP Managing Members") are the managing members of HLF I GP LLC and may be deemed to have voting and dispositive power over the shares held by HLF I. Each of HLF I GP LP, HLF I GP LLC, and the HLF I GP Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein.
3. Represents a change in the form of ownership of HLF I GP LP by virtue of the receipt of shares in the pro-rata in-kind distribution of Class A Common Stock of the Issuer for no consideration by HLF I.
4. These shares are held by HLF I GP LP. The general partner of HLF I GP LP is HLF I GP LLC. The HLF I GP Managing Members are the managing members of HLF I GP LLC. HLF I GP LLC and each of the HLF I GP Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein.
5. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by HLF I GP LP to its partners.
6. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration, by each of Highland Capital Partners 9 Limited Partnership ("HCP9"), Highland Capital Partners 9-B Limited Partnership ("HCP9B") and Highland Entrepreneurs' Fund 9 Limited Partnership ("HEF9"), as applicable, to its partners.
7. These shares are held of record by HCP9. The general partner of HCP9 is Highland Management Partners 9 Limited Partnership ("HMP 9 LP"), whose general partner is Highland Management Partners 9 LLC ("HMP 9 LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("HMP9 Managing Members") are the managing members of HMP 9 LLC and may be deemed to have voting and dispositive power over the shares held by HCP9. Each of HMP 9 LP, HMP 9 LLC and the HMP9 Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein.
8. These shares are held of record by HCP9B. The general partner of HCP9B is HMP 9 LP, whose general partner is HMP 9 LLC. The HMP9 Managing Members are the managing members of HMP 9 LLC and may be deemed to have voting and dispositive power over the shares held by HCP9B. Each of HMP 9 LP, HMP 9 LLC and the HMP9 Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein.
9. These shares are held of record by HEF9. The general partner of HEF9 is HMP 9 LP, whose general partner is HMP 9 LLC. The HMP9 Managing Members are the managing members of HMP 9 LLC and may be deemed to have voting and dispositive power over the shares held by HEF9. Each of HMP 9 LP, HMP 9 LLC and the HMP9 Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein.
10. Represents a change in the form of ownership of HMP 9 LP by virtue of the receipt of shares in the pro-rata in-kind distribution of Class A Common Stock of the Issuer for no consideration by each of HCP9, HCP9B and HEF9. HMP 9 LP received (i) 22,714 of such shares in the pro-rata in-kind distribution made by HCP9, (ii) 9,784 of such shares in the pro-rata in-kind distribution made by HCP9B and (iii) 1,983 of such shares in the pro-rata in-kind distribution made by HEF9.
11. These shares are held by HMP 9 LP. The general partner of HMP 9 LP is HMP 9 LLC. The HMP9 Managing Members are the managing members of HMP 9 LLC. Each of the HMP9 Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interests therein, if any, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any of them is the beneficial owner of any securities reported herein.
12. Represents a pro-rata distribution, and not a purchase and sale, without additional consideration, by HMP 9 LP to its partners.

Remarks:

[Jessica Healey, Authorized Officer of Highland Leaders Fund I GP, LLC, the general partner of Highland Leaders Fund I GP, L.P., the general partner of Highland Leaders Fund I, L.P.](#) 08/15/2022

[Jessica Healey, Authorized Officer of Highland Management Partners 9 LLC, the general partner of Highland Management Partners 9 Limited Partnership, the general partner of Highland Capital Partners 9 Limited Partnership](#) 08/15/2022

[Jessica Healey, Authorized Officer of Highland Management Partners 9 LLC, the general partner of Highland Management Partners 9 Limited Partnership, the general partner of Highland Capital Partners 9-B Limited Partnership](#) 08/15/2022

[Jessica Healey, Authorized Officer of Highland Management Partners 9 LLC](#) 08/15/2022

[Jessica Healey, Authorized](#) 08/15/2022

<u>Officer of Highland Management Partners 9 LLC, the general partner of Highland Management Partners 9 Limited Partnership</u>	
<u>Jessica Healey, Authorized Officer of Highland Management Partners 9 LLC, the general partner of Highland Management Partners 9 Limited Partnership, the general partner of Highland Entrepreneurs' Fund 9 Limited Partnership</u>	<u>08/15/2022</u>
<u>Jessica Healey, Authorized Officer of Highland Leaders Fund I GP, LLC, the general partner of Highland Leaders Fund I GP, L.P.</u>	<u>08/15/2022</u>
<u>Jessica Healey, Authorized Officer of Highland Leaders Fund I GP, LLC</u>	<u>08/15/2022</u>
** 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.