

**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

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

1. Name and Address of Reporting Person* <u>Zuriff Laurence</u>  (Last) (First) (Middle) C/O XOMETRY, INC. 7529 STANDISH PLACE, SUITE 200  (Street) DERWOOD MD 20855  (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) <b>Chief Strategy Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/19/2022		s <sup>(1)</sup>		1,259	D	\$51.4028 <sup>(2)</sup>	955,532	D	
Class A Common Stock	01/19/2022		s <sup>(1)</sup>		1,129	D	\$50.6306 <sup>(3)</sup>	954,403	D	
Class A Common Stock	01/19/2022		s <sup>(1)</sup>		393	D	\$49.6518 <sup>(4)</sup>	954,010	D	
Class A Common Stock	01/19/2022		s <sup>(5)</sup>		406	D	\$51.4026 <sup>(6)</sup>	298,678	I	Held by the Jason Eric Zuriff Trust
Class A Common Stock	01/19/2022		s <sup>(5)</sup>		383	D	\$50.6353 <sup>(3)</sup>	298,295	I	Held by the Jason Eric Zuriff Trust
Class A Common Stock	01/19/2022		s <sup>(5)</sup>		127	D	\$49.6478 <sup>(4)</sup>	298,168	I	Held by the Jason Eric Zuriff Trust
Class A Common Stock	01/19/2022		s <sup>(7)</sup>		407	D	\$51.4032 <sup>(6)</sup>	298,677	I	Held by the Sophie Anna Zuriff 2020 Trust
Class A Common Stock	01/19/2022		s <sup>(7)</sup>		376	D	\$50.6322 <sup>(3)</sup>	298,301	I	Held by the Sophie Anna Zuriff 2020 Trust
Class A Common Stock	01/19/2022		s <sup>(7)</sup>		127	D	\$49.6496 <sup>(4)</sup>	298,174	I	Held by the Sophie Anna Zuriff 2020 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	01/19/2022		s <sup>(8)</sup>		425	D	\$51.4031 <sup>(6)</sup>	298,630	I	Held by the Zuriff Family 2020 Trust
Class A Common Stock	01/19/2022		s <sup>(8)</sup>		387	D	\$50.6252 <sup>(3)</sup>	298,243	I	Held by the Zuriff Family 2020 Trust
Class A Common Stock	01/19/2022		s <sup>(8)</sup>		133	D	\$49.6499 <sup>(4)</sup>	298,110	I	Held by the Zuriff Family 2020 Trust
Class A Common Stock	01/19/2022		s <sup>(9)</sup>		1,259	D	\$51.4034 <sup>(6)</sup>	197,136	I	Held by ZFI Capital, LP.
Class A Common Stock	01/19/2022		s <sup>(9)</sup>		1,145	D	\$50.6305 <sup>(3)</sup>	195,991	I	Held by ZFI Capital, LP.
Class A Common Stock	01/19/2022		s <sup>(9)</sup>		394	D	\$49.6535 <sup>(4)</sup>	195,597	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)		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)					

**Explanation of Responses:**

- Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b5-1 trading plan adopted by the reporting person 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 \$51.10 to \$51.82, 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 (3), (4) and (6) 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 \$50.09 to \$51.08, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.06 to \$49.97, inclusive.
- Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by the Jason Eric Zuriff Trust 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 \$51.10 to \$51.82, inclusive.
- Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by the Sophia Anna Zuriff 2020 Trust at least 30 days prior to the trading date.
- Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by the Zuriff Family 2020 Trust at least 30 days prior to the trading date.
- Represents shares sold in a transaction that was effected automatically pursuant to a Rule 10b-5 trading plan adopted by ZFI Capital, L.P. at least 30 days prior to the trading date.

**Remarks:**

/s/ Kristie Scott, Attorney-in-Fact      01/21/2022

\*\* 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.**