

OMB APPROVAL	
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**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

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>Highland Leaders Fund I, L.P.</u>  (Last) (First) (Middle) ONE BROADWAY 16TH FLOOR  (Street) CAMBRIDGE MA 02142  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	07/02/2021		C		481,428	A	\$0.00 <sup>(1)</sup>	481,428	I	See Footnote <sup>(2)</sup>
Class A Common Stock	07/02/2021		C		5,497,365	A	\$0.00 <sup>(1)</sup>	5,497,365	I	See Footnote <sup>(3)</sup>

**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						Title
Series Seed-1 Preferred Stock	(1)	07/02/2021		C		129,859		(1)	(1)	Class A Common Stock	129,859	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>
Series Seed-1 Preferred Stock	(1)	07/02/2021		C		28,058		(1)	(1)	Class A Common Stock	28,058	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(4)</sup>
Series Seed-2 Preferred Stock	(1)	07/02/2021		C		57,132		(1)	(1)	Class A Common Stock	57,132	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>
Series Seed-2 Preferred Stock	(1)	07/02/2021		C		12,344		(1)	(1)	Class A Common Stock	12,344	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(5)</sup>
Series A-1 Preferred Stock	(1)	07/02/2021		C		3,636,868		(1)	(1)	Class A Common Stock	3,636,868	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(6)</sup>
Series A-2 Preferred Stock	(1)	07/02/2021		C		73,997		(1)	(1)	Class A Common Stock	73,997	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>
Series A-2 Preferred Stock	(1)	07/02/2021		C		334,214		(1)	(1)	Class A Common Stock	334,214	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(7)</sup>
Series B Preferred Stock	(1)	07/02/2021		C		25,400		(1)	(1)	Class A Common Stock	25,400	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	07/02/2021		C		668,746		(1)	(1)	Class A Common Stock	668,746	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(8)</sup>
Series C Preferred Stock	(1)	07/02/2021		C		26,397		(1)	(1)	Class A Common Stock	26,397	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>
Series C Preferred Stock	(1)	07/02/2021		C		381,123		(1)	(1)	Class A Common Stock	381,123	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(9)</sup>
Series D Preferred Stock	(1)	07/02/2021		C		20,486		(1)	(1)	Class A Common Stock	20,486	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>
Series D Preferred Stock	(1)	07/02/2021		C		403,999		(1)	(1)	Class A Common Stock	403,999	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(10)</sup>

**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	Title	Amount or Number of Shares				
Series E Preferred Stock	(1)	07/02/2021		C			148,157	(1)	(1)	Class A Common Stock	148,157	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>
Series E Preferred Stock	(1)	07/02/2021		C			32,013	(1)	(1)	Class A Common Stock	32,013	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(11)</sup>

1. Name and Address of Reporting Person\*  
[Highland Leaders Fund I, L.P.](#)

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(Last) (First) (Middle)  
ONE BROADWAY  
16TH FLOOR

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(Street)  
CAMBRIDGE MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Highland Capital Partners 9 Limited Partnership](#)

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(Last) (First) (Middle)  
ONE BROADWAY  
16TH FLOOR

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(Street)  
CAMBRIDGE MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Highland Capital Partners 9-B Limited Partnership](#)

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(Last) (First) (Middle)  
ONE BROADWAY  
16TH FLOOR

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(Street)  
CAMBRIDGE MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Highland Management Partners 9 LLC](#)

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(Last) (First) (Middle)  
ONE BROADWAY  
16TH FLOOR

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(Street)  
CAMBRIDGE MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Highland Management Partners 9 Limited Partnership](#)

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(Last) (First) (Middle)  
ONE BROADWAY  
16TH FLOOR

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(Street)  
CAMBRIDGE MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Highland Entrepreneurs' Fund 9 Limited Partnership</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Highland Leaders Fund I GP, L.P.</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Highland Leaders Fund I GP, LLC</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

**Explanation of Responses:**

- Each share of Series Seed-1 Preferred Stock, Series Seed-2 Preferred Stock, Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock automatically converted, without payment of additional consideration, into Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- These shares are held of record by Highland Leaders Fund I, L.P. ("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. Mr. Driscoll is a director of the Issuer and files separate Section 16 reports.
- Includes 3,621,393 shares held by Highland Capital Partners 9 LP ("HCP9"), 1,559,876 shares held by Highland Capital Partners 9-B LP ("HCP9B") and 316,096 shares held by Highland Entrepreneurs' Fund 9 LP ("HEF9"). The general partner of each of HCP9, HCP9B and HEF9 is Highland Management Partners 9 LP ("LP"), whose GP is Highland Management Partners 9 LLC ("LLC"). Robert Davis, Dan Nova, Paul Maeder and Corey Mulloy ("Managing Members") are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.
- Includes 18,484 shares held by HCP9, 7,961 shares held by HCP9B and 1,613 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is LP, whose general partner is LLC. Managing Members are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.
- Includes 8,131 shares held by HCP9, 3,503 shares held by HCP9B and 710 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is LP, whose general partner is LLC. Managing Members are the managing members of the LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.
- Includes 2,395,787 shares held by HCP9, 1,031,961 shares held by HCP9B and 209,120 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is LP, whose general partner is LLC. Managing Members are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.
- Includes 220,163 shares held by HCP9, 94,834 shares held by HCP9B and 19,217 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is LP, whose general partner is LLC. Managing Members are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.
- Includes 440,537 shares held by HCP9, 189,756 shares held by HCP9B and 38,453 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is LP, whose general partner is LLC. Managing Members are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.
- Includes 251,067 shares held by HCP9, 108,143 shares held by HCP9B and 21,913 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is LP, whose general partner is LLC. Managing Members are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.
- Includes 266,136 shares held by HCP9, 114,634 shares held by HCP9B and 23,229 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is LP, whose general partner is LLC. Managing Members are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.
- Includes 21,088 shares held by HCP9, 9,084 shares held by HCP9B and 1,841 shares held by HEF9. The general partner of each of HCP9, HCP9B and HEF9 is LP, whose general partner is LLC. Managing Members are the managing members of LLC and may be deemed to have voting and dispositive power over shares held by each of HCP9, HCP9B and HEF9. Each of LP, LLC, and the Managing Members disclaims beneficial ownership of the shares 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 therein.

**Remarks:**

HLF I GP LP, HLF I GP LLC, HCP9, HCP9B, LP and LLC (the "Applicable Entities"), each Reporting Persons on this Form 4 together with HLF I and HEF9, were not listed as Reporting Persons on the Form 3 filed by HLF I and HEF9 on July 1, 2021 (the "Form 3") due to the inability to update or obtain, as applicable, their respective EDGAR access codes by the time the Form 3 was filed; however, such Applicable Entities signed the Form 3 and were intended to be treated as "Reporting Persons" thereunder.

[Jessica Healey, Authorized Officer of Highland Leaders Fund I GP, LLC, the general partner of Highland Leaders](#) [07/07/2021](#)

<u>Fund I GP, L.P., the general partner of Highland Leaders Fund I, L.P.</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 Capital Partners 9 Limited Partnership</u>	<u>07/07/2021</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 Capital Partners 9-B Limited Partnership</u>	<u>07/07/2021</u>
<u>Jessica Healey, Authorized Officer of Highland Management Partners 9 LLC</u>	<u>07/07/2021</u>
<u>Jessica Healey, Authorized Officer of Highland Management Partners 9 LLC, the general partner of Highland Management Partners 9 Limited Partnership</u>	<u>07/07/2021</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>07/07/2021</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>07/07/2021</u>
<u>Jessica Healey, Authorized Officer of Highland Leaders Fund I GP, LLC</u>	<u>07/07/2021</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.

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