**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**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**
   - **Goguen Peter**
   - C/O XOMETRY, INC.
   - 7529 STANDISH PLACE, SUITE 200
   - DERWOOD MD 20855

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 01/03/2022

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 01/03/2022

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

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Amount (A) or (D)</th>
<th>Price (Instr. 4)</th>
<th>Number of Securities Acquired (A) or Disposed Of (D) (Instr. 5)</th>
<th>Code (Instr. 6)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>01/03/2022</td>
<td></td>
<td>M</td>
<td>12,500</td>
<td>A</td>
<td>$12.32</td>
<td>114,791 D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/03/2022</td>
<td></td>
<td>M</td>
<td>1,042</td>
<td>A</td>
<td>$3.65</td>
<td>115,833 D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/03/2022</td>
<td></td>
<td>M</td>
<td>834</td>
<td>A</td>
<td>$1.68</td>
<td>116,667 D</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 9)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Amount or Number of Shares</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Expiration Date (Month/Day/Year)</th>
<th>Title of Derivative Security</th>
<th>Price of Derivative Security (Instr. 9)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$1.68</td>
<td>01/03/2022</td>
<td>M</td>
<td>834</td>
<td>(1)</td>
<td>02/19/2029</td>
<td>Class A Common Stock</td>
<td>$0.00</td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$3.65</td>
<td>01/03/2022</td>
<td>M</td>
<td>1,042</td>
<td>(2)</td>
<td>04/27/2030</td>
<td>Class A Common Stock</td>
<td>$0.00</td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$12.32</td>
<td>01/03/2022</td>
<td>M</td>
<td>12,500</td>
<td>(3)</td>
<td>03/27/2033</td>
<td>Class A Common Stock</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. One quarter (1/4) of the shares vested on January 1, 2020, and thereafter, the remainder of the shares vest in 36 monthly installments, subject to Reporting Person's continuous service.
2. One quarter (1/4) of the shares vested on January 1, 2021, and thereafter, the remainder of the shares vest in 36 monthly installments, subject to the Reporting Person's continuous service.
3. One quarter (1/4) of the shares vested on January 1, 2022, and thereafter, the remainder of the shares vest in 36 monthly installments, subject to the Reporting Person's continuous service.

**Remarks:**

**Signature of Reporting Person**

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.