## SEC Form 4

Instruction 1(b)

# FORM 4

Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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	
--------------	--

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* Zuriff Laurence			2. Issuer Name <b>and</b> Ticker or Trading Symbol Xometry, Inc. [XMTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X Director 10% Owner					
				Officer (give title Other (specify					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2022	below) below)					
C/O XOMETE	RY, INC.		00/23/2022						
7529 STANDISH PLACE, SUITE 200		UITE 200		<u> </u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X Form filed by One Reporting Person					
DERWOOD	MD	20855		Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							

#### 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 Disposed O		d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Class A Common Stock	08/23/2022		<b>S</b> <sup>(1)</sup>		3,885	D	\$44.4687(2)	911,401	D	
Class A Common Stock	08/23/2022		<b>S</b> <sup>(1)</sup>		2,924	D	\$45.66 <sup>(3)</sup>	908,477	D	
Class A Common Stock	08/23/2022		<b>S</b> <sup>(1)</sup>		191	D	\$46.4029(4)	908,286	D	
Class A Common Stock	08/24/2022		<b>S</b> <sup>(1)</sup>		400	D	\$44.2414 <sup>(5)</sup>	907,886	D	
Class A Common Stock	08/24/2022		<b>S</b> <sup>(1)</sup>		3,514	D	\$45.3571(6)	904,372	D	
Class A Common Stock	08/24/2022		<b>S</b> <sup>(1)</sup>		3,086	D	\$46.1481(7)	901,286	D	
Class A Common Stock	08/25/2022		<b>S</b> <sup>(1)</sup>		2,405	D	\$46.505(8)	898,881	D	
Class A Common Stock	08/25/2022		<b>S</b> <sup>(1)</sup>		3,595	D	\$47.2004 <sup>(9)</sup>	895,286	D	

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

(c.g., puls, 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. Transa Code ( 8)				Expiration Da	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				

### Explanation of Responses:

1. 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.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.16 to \$45.125, 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 (2), (3), (4), (5), (6), (7), (8) and (9) to this Form 4.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.26 to \$46.23, inclusive.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.39 to \$46.43, inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.68 to \$44.66, inclusive.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.72 to \$45.70, inclusive.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.855 to \$46.49, inclusive. 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.94 to \$46.89, inclusive.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.94 to \$47.425, inclusive.

Remarks:

/s/ Kristie Scott, Attorney-in-08/25/2022 Fact

\*\* 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.