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| <b>OMB APPROVAL</b>                          |           |
| OMB Number:                                  | 3235-0287 |
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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).

**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 *<br><u>Semler Dakota</u><br><br>(Last) (First) (Middle)<br>C/O XOS, INC.<br>3550 TYBURN STREET, UNIT 100<br><br>(Street)<br>LOS ANGELES CA 90065<br><br>(City) (State) (Zip)  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Xos, Inc. [ XOS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/10/2023          |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |   |   |

**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  |   |  |   |
| Common Stock                    | 05/10/2023                           |  | A                              |   | 3,170,370 <sup>(1)</sup>  | A          | \$0    | 6,627,732   | D  |   |
| Common Stock                    | 05/10/2023                           |  | F                              |   | 1,614 <sup>(2)</sup>  | D          | \$0.54 | 6,626,118 <sup>(3)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 53,745,903  | I  | Emerald Green Trust <sup>(4)</sup>                    |
| Common Stock                    |                                      |  |                                |   |   |            |        | 502,120   | I  | GenFleet LLC <sup>(5)</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 |   |  |  |   |  |

**Explanation of Responses:**

- Twenty-five percent (25%) of the Restricted Stock Unit ("RSU") grant shall vest on April 10, 2024, and the remaining RSU grant shall vest ratably on each of the next thirty-six (36) Monthly Vesting Dates thereafter. "Monthly Vesting Dates" means the 10th of each month, provided, however, that to the extent any such date occurs on a weekend day or U.S. federal holiday, the Monthly Vesting Date will be deemed to occur on the immediately following day that is not a weekend day or U.S. federal holiday.
- Represents the number of shares withheld by the Issuer to satisfy the tax withholding obligations in connection with the vesting of the Reporting Person's previously reported RSU grant. Each RSU represents a contingent right to receive one share of common stock upon settlement.
- Includes 3,328,971 unvested RSUs. Each RSU represents a contingent right to receive one share of common stock upon settlement.
- Shares held by Emerald Green Trust, of which Mr. Semler is a beneficiary.
- Shares held by GenFleet LLC. Mr. Semler may be deemed to beneficially own securities held by GenFleet, LLC by virtue of his indirect beneficial ownership interest in such entity.

**Remarks:**

Dakota Semler, by /s/ Christen Romero, Attorney-in-Fact 05/12/2023

\*\* 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.