

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* <u>Mattson George N</u> (Last) (First) (Middle) C/O XOS, INC. 3550 TYBURN STREET, UNIT 100 (Street) LOS ANGELES CA 90065 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xos, Inc. [XOS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2023</u>	
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			
Common Stock	01/09/2023		p ⁽¹⁾		100,000	A	\$0.95 ⁽²⁾	284,597	I	GNM ICBC LLC ⁽³⁾
Common Stock	01/10/2023		p ⁽¹⁾		74,659	A	\$1 ⁽⁴⁾	359,256	I	GNM ICBC LLC ⁽³⁾
Common Stock	01/11/2023		p ⁽¹⁾		10,684	A	\$1 ⁽⁵⁾	369,940	I	GNM ICBC LLC ⁽³⁾
Common Stock	01/10/2023		A		13,888 ⁽⁶⁾	A	\$0	347,116 ⁽⁷⁾	D	
Common Stock								3,973,525	I	NGAC GNM Feeder LLC ⁽⁸⁾

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:

- The transaction being reported was effected pursuant to a previously established Rule 10b5-1 trading plan.
- Represents weighted average sales price. The shares were sold at prices ranging from \$0.81 to \$1.00. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Shares are held by GNM ICBC LLC ("GNM ICBC"). The Reporting Person may be deemed to beneficially own such shares by virtue of his control over GNM ICBC. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Represents weighted average sales price. The shares were sold at prices ranging from \$0.97 to \$1.00. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Represents weighted average sales price. The shares were sold at prices ranging from \$0.99 to \$1.00. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- The shares reported in this transaction represent RSUs. The RSUs reported vested immediately on the date of grant. The RSUs were issued to the director in lieu of their cash retainer for the director's service in Q4 2022 and calculated as of December 31, 2022.
- Includes 134,682 unvested restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement.
- Shares are held by NGAC GNM Feeder LLC ("NGAC"). The Reporting Person may be deemed to beneficially own such shares by virtue of his shared control over NGAC. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Remarks:

/s/ Christen Romero,
 Attorney-in-Fact for George N. Mattson 01/11/2023

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.