

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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

**ANNUAL 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* <u>Romero Christen T</u>  (Last) (First) (Middle) C/O XOS, INC. 3550 TYBURN STREET  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>General Counsel</b>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2022	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/10/2022		F4	18,299 <sup>(1)</sup>	D	\$2.59	951,235 <sup>(2)</sup>	D	
Common Stock	06/10/2022		F4	16,210 <sup>(1)</sup>	D	\$2.58	951,235 <sup>(2)</sup>	D	
Common Stock	09/12/2022		F4	16,210 <sup>(1)</sup>	D	\$1.62	951,235 <sup>(2)</sup>	D	
Common Stock	12/12/2022		F4	16,210 <sup>(1)</sup>	D	\$0.64	951,235 <sup>(2)</sup>	D	

**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 Derivatives 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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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 Restricted Stock Unit ("RSU") Award previously reported on Form 3 filed 2/16/2022. Each RSU represents a contingent right to receive one share of common stock upon settlement.
- Includes 708,333 unvested RSUs from awards previously reported on Form 3 filed 2/16/2022 and Form 4 filed 7/13/2022.

**Remarks:**

/s/ Christen Romero 02/14/2023  
 \*\* 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.