

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Semler Dakota</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	08/20/2021		A <sup>(1)</sup>		3,884,155	A	\$0.00 <sup>(1)</sup>	3,884,155	D	
Common Stock	08/20/2021		S <sup>(2)</sup>		1,000,000	D	\$10	2,884,155	D	
Common Stock	08/20/2021		A <sup>(1)</sup>		53,745,903	A	\$0.00 <sup>(1)</sup>	53,745,903	I	See Footnote <sup>(3)</sup>
Common Stock	08/20/2021		A <sup>(1)</sup>		502,120	A	\$0.00 <sup>(1)</sup>	502,120	I	See Footnote <sup>(4)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Received pursuant to the Agreement and Plan of Merger, dated as of February 21, 2021, as amended on May 14, 2021, by and among NextGen Acquisition Corporation ("Acquiror"), Sky Merger Sub I, Inc., a Delaware corporation and wholly owned subsidiary of Acquiror ("Merger Sub") and Xos, Inc. ("Xos"), pursuant to which Merger Sub was merged with and into Xos, whereupon the separate existence of Merger Sub ceased and Xos became the surviving company and continued in existence as a subsidiary of Acquiror, which subsequently changed its name to Xos, Inc. (the "Issuer").
- Sold in connection with the subscription agreements with certain investors (the "PIPE investors") pursuant to which such investors agreed to purchase, substantially concurrently with the closing of the merger, an aggregate of \$216,000,000 of the Issuer's shares of common stock, including \$10,000,000 of common stock held by the Reporting Person, at a price of \$10.00 per share, or an aggregate of 21,600,000 shares of common stock, including 1,000,000 shares of common stock held by the Reporting Person.
- Shares held by Emerald Green Trust. Mr. Semler may be deemed to beneficially own securities held by Emerald Green Trust by virtue of his shared control over such entities.
- Shares held by GenFleet LLC. Mr. Semler may be deemed to beneficially own securities held by GenFleet, LLC by virtue of his shared control over such entities.

Remarks:

Dakota Semler, by /s/ Kim Merritt, Attorney-in-Fact 08/24/2021  
 \*\* 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.