

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>MATHEW SARA</u> (Last) (First) (Middle) <u>C/O XOS, INC.</u> <u>3550 TYBURN STREET, UNIT 100</u> (Street) <u>LOS ANGELES CA 90065</u> (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>11/10/2021</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 ⁽¹⁾	09/28/2021	(1)	A		296,053	A	(1)	296,053 ⁽¹⁾	I	By Trust ⁽²⁾

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	Title	Amount or Number of Shares				
Common Stock Warrant (Right to Buy) ⁽¹⁾	\$11.5	09/28/2021		P		199,997		09/20/2021	08/20/2026	Common Stock	199,997	(3)	199,997	I	By Trust ⁽²⁾
Restricted Stock Unit	(3)	11/10/2021		A		57,229		(4)	(5)	Common Stock	57,229	(3)	57,229	D	
Restricted Stock Unit	(3)	11/10/2021		A		31,794		(6)	(5)	Common Stock	31,794	(3)	31,794	D	

Explanation of Responses:

- Pro rata distribution by NextGen Sponsor LLC of all of its securities of Xos, Inc., which is exempt from Section 16 by 17 CFR 240.16a-9. The transaction is being voluntarily reported for informational purposes only.
- Shares are held by the Jacob Mathew 2020 Irrevocable Trust ("Mathew Trust"), of which the Reporting Person is trustee.
- The price is N/A.
- The restricted stock units vest in a series of three equal annual installments on each of the first, second and third year anniversaries of the grant date of November 10, 2021 (the "Grant Date"), subject to such individual's continuous service with Xos, Inc. through such vesting date.
- Date is N/A.
- The restricted stock units vest on the earlier of (i) the first anniversary of the Grant Date and (ii) the day before the next annual meeting of Xos, Inc. following the Grant Date, subject to such individual's continuous service with Xos, Inc. through the vesting date.

Remarks:

/s/ Kris Tsao Cachia, Attorney-in-Fact for S. Sara Mathew 11/15/2021

** 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.