

VELO3D, INC.
Reported by
BASS CARL

FORM 4/A
(Amended Statement of Changes in Beneficial Ownership)

Filed 11/06/24 for the Period Ending 10/31/24

Address 2710 LAKEVIEW CT
 FREMONT, CA, 94538
Telephone (408) 610-3915
CIK 0001825079
Symbol VELO
Fiscal Year 12/31

FORM 4

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

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.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 [*] BASS CARL (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol Velo3D, Inc. [VLX] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | |
| C/O VELO3D, INC., 2710 LAKEVIEW CT (Street) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) 10/31/2024 | | | | | | | | | |
| FREMONT, CA 94538 (City) (State) (Zip) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) 11/5/2024 | | | | | 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 10/31/2024 | | A | 11,111 | 11 | A | \$0.87 | 12 | 45,481 | D |

Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Securities (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: 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 |
| | | | | | | | | | | | | | |

Explanation of Responses:

- (1) Represents director retainer fees paid in stock.
- (2) Represents the average closing price of the Issuer's common stock over the 30-day period ending on and including Oct 31, 2024, which price was used to calculate the number of shares issued to the Reporting Person.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BASS CARL C/O VELO3D, INC. 2710 LAKEVIEW CT FREMONT, CA 94538 | X | | | |

Signatures

/s/ Roma Kumar as attorney-in-fact for Carl Bass

11/6/2024

**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 control number.