
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Velo3D, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

92259N104

(CUSIP Number)

Bessemer Venture Partners
1865 Palmer Avenue, Suite 104
Larchmont, NY, 10528
(914) 833-5300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/24/2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 92259N104

1	Name of reporting person Bessemer Venture Partners IX Institutional L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 481,201.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 481,201.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 481,201.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.2 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	92259N104
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1	Name of reporting person Bessemer Venture Partners IX L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 600,636.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 600,636.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 600,636.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.3 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	92259N104
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1	Name of reporting person Deer IX & Co. L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 1,081,837.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 1,081,837.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 1,081,837.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.5 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	92259N104
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1	Name of reporting person Deer IX & Co. Ltd.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 1,081,837.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 1,081,837.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 1,081,837.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.5 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Common Stock

(b) **Name of Issuer:**

Velo3D, Inc.

(c) **Address of Issuer's Principal Executive Offices:**

2710 Lakeview Ct., Fremont, CALIFORNIA , 94538.

Item 1 Comment:

This Amendment No. 1 (this "Amendment") to Schedule 13D (the "Schedule 13D") is being filed by Bessemer Venture Partners IX Institutional L.P. ("BVP IX Inst"), Bessemer Venture Partners IX L.P. ("BVP IX", and together with BVP IX Inst, the "BVP IX Funds"), Deer IX & Co. L.P. ("Deer IX LP"), and Deer IX & Co. Ltd., ("Deer IX Co," and collectively with the BVP IX Funds and Deer IX LP, the "Reporting Persons"), which is the general partner of Deer IX LP. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Schedule 13D. Except as otherwise specifically amended in this Amendment, items in the Schedule 13D remain unchanged.

Item 5. Interest in Securities of the Issuer

- (a) As of December 31, 2024, BVP IX Inst had sole voting and dispositive power with respect to 481,201 shares of Common Stock of the Issuer, constituting approximately 0.2% of the Issuer's Common Stock.
As of December 31, 2024, BVP IX had sole voting and dispositive power with respect to 600,636 shares of Common Stock of the Issuer, constituting approximately 0.3% of the Issuer's Common Stock.
As of December 31, 2024, Deer IX LP, as the general partner of each of the BVP IX Funds may be deemed to have sole voting and dispositive power with respect to all 1,081,837 shares of Common Stock of the Issuer owned by the BVP IX Funds, constituting approximately 0.5% of the Issuer's Common Stock.
As of December 31, 2024, Deer IX Co, as the general partner of Deer IX LP may be deemed to have sole voting and dispositive power with respect to all 1,081,837 shares of Common Stock of the Issuer owned by the BVP IX Funds, constituting approximately 0.5% of the Issuer's Common Stock.
The percent of class was calculated based on 194,896,717 shares of Common Stock issued and outstanding as of January 9, 2025, as disclosed in the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission by Velo3D, Inc. on January 14, 2025.
The shares of Issuer's Common Stock reported in this Item 5 do not include 63,804 and 79,640 Earnout Shares that may be issued to BVP IX Inst and BVP IX, respectively, pursuant to the Business Combination Agreement, dated as of March 22, 2021, by and among the Issuer, Spitfire Merger Sub, Inc., and Velo3D US, Inc., as amended by Amendment #1 to Business Combination Agreement, dated as of July 20, 2021 filed as Exhibit 2.1 to the Current Report on Form 8-K filed by the Issuer's predecessor in interest and previously known as JAWS Spitfire Acquisition Corporation with the Securities and Exchange Commission on March 23, 2021.

- (b) Regarding the number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: See line 7 of cover sheets
 - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
 - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets.
 - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets
- (c) No Reporting Person has effected any transaction in the Issuer's Common Stock during the past 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, shares of the Issuer's Common Stock beneficially owned by any of the Reporting Persons.
- (e) On December 24, 2024 each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the shares of Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Bessemer Venture Partners IX Institutional L.P.

Signature: /s/ Scott Ring
Name/Title: Scott Ring, General Counsel, Deer IX & Co. Ltd., the GP of Deer IX & Co. L.P., the GP of Bessemer Venture Partners IX Institutional L.P.
Date: 02/14/2025

Bessemer Venture Partners IX L.P.

Signature: /s/ Scott Ring
Name/Title: Scott Ring, General Counsel, Deer IX & Co. Ltd., the General Partner of Deer IX & Co. L.P., the General Partner of Bessemer Venture Partners IX L.P.
Date: 02/14/2025

Deer IX & Co. L.P.

Signature: /s/ Scott Ring
Name/Title: Scott Ring, General Counsel, Deer IX & Co. Ltd., the General Partner of Deer IX & Co. L.P.
Date: 02/14/2025

Deer IX & Co. Ltd.

Signature: /s/ Scott Ring
Name/Title: Scott Ring, General Counsel
Date: 02/14/2025