

# FORM 4

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

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).

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>STERNLICHT BARRY S</b>		2. Issuer Name and Ticker or Trading Symbol <b>Velo3D, Inc. [VLD]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>09/29/2021</b>		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
1601 WASHINGTON AVENUE, SUITE 800 (Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
MIAMI BEACH, FL 33139 (City) (State) (Zip)					

**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			
Class A common stock	09/29/2021		J(1)		8,550,000	A	(1)	8,550,000	I	By Spitfire Sponsor LLC (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474 (9-02)

**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 Underlying Securities (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 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				
Class B ordinary shares	(1)	09/29/2021		J(1)		8,550,000		(1)	(1)	Class A ordinary shares	8,550,000	(1)	0	I	By Spitfire Sponsor LLC (2)
Warrants to purchase Class A common stock	\$ 11.5	09/29/2021		J(3)		4,450,000		03/28/2022(3)	09/29/2026(3)	Class A Common Stock	4,450,000	\$ 1.5	4,450,000	I	By Spitfire Sponsor LLC (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERNLICHT BARRY S 1601 WASHINGTON AVENUE, SUITE 800 MIAMI BEACH, FL 33139		X		

## Signatures

/s/ Michael Racich, Attorney-in-Fact for Barry Stuart Sternlicht	10/01/2021
**Signature of Reporting Person	Date

## Explanation of Responses:

\* 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).

In connection with the consummation of the transactions contemplated by the Business Combination Agreement, dated March 22, 2021, by and among JAWS Spitfire Acquisition Corporation ("JAWS Spitfire"), Spitfire Merger Sub, Inc. and Velo3D, Inc. (the transactions contemplated thereby, the "Business Combination"), JAWS Spitfire domesticated as a Delaware corporation (the "Domestication") and changed its name to "Velo3D, Inc." ("Velo3D"). In connection with the Domestication, Spitfire Sponsor LLC's (the "Sponsor") Class B ordinary shares, par value \$0.0001 per share, of JAWS Spitfire, which were previously convertible into Class A ordinary shares of JAWS Spitfire, were automatically converted into shares of Class A common stock of Velo3D, par value \$0.0001 per share, on a one-for-one basis.

The reported securities are held by the Sponsor, which is controlled by the reporting person and the reporting person is therefore deemed to be the beneficial owner of such securities. The reporting person  
(2) disclaims beneficial ownership of the securities reported herein except to the extent of its respective pecuniary interest therein and the filing of this Form 4 shall not be construed as an admission that such reporting person is the beneficial owner of any securities covered by this Form 4.

Pursuant to the Private Placement Warrant Purchase Agreement, dated as of December 2, 2020, by and between JAWS Spitfire and the Sponsor, the Sponsor purchased warrants to purchase Class A ordinary shares, which following the Domestication entitle the Sponsor to purchase shares of Class A common stock of Velo3D (the "Private Placement Warrants") for a price of \$1.50 per Private Placement Warrant.  
(3) Upon consummation of the Business Combination, the Private Placement Warrants became exercisable, beginning 180 days after the closing of the Business Combination (or at an earlier date if agreed upon by the Velo3D board), for one share of Class A common stock at a price of \$11.50 per share. The Private Placement Warrants expire on the fifth anniversary of the consummation of the Business Combination.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.