

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.)\*

**Velo3D, Inc.**

(Name of Issuer)

**Common stock, par value \$0.00001 per share**  
(Title of Class of Securities)

**92259N104**

(CUSIP Number)

**September 29, 2021**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 92259N104

1. Names of Reporting Persons  
Playground Ventures, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  (1)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
27,079,146 shares (2)

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
27,079,146 shares (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
27,079,146 shares (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
14.8% (3)

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12. Type of Reporting Person (See Instructions)  
PN

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- (1) This Schedule 13G is filed by Playground Ventures, L.P. ("PV LP") and Playground Ventures GP, LLC ("PV GP" and, with PV LP, collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) These shares are held by PV LP. PV GP serves as the sole general partner of PV LP and, as such, PV GP possesses voting and dispositive power over the shares held by PV LP, and may be deemed to have indirect beneficial ownership of the shares held by PV LP.
- (3) This percentage is calculated based upon 183,163,826 shares of Common Stock outstanding on September 29, 2021 as set forth in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on October 5, 2021.

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CUSIP No. 92259N104

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1. Names of Reporting Persons  
Playground Ventures GP, LLC

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  (1)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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5. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
27,079,146 shares (2)

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7. Sole Dispositive Power  
0

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8. Shared Dispositive Power  
27,079,146 shares (2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
27,079,146 shares (2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
14.8% (3)

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12. Type of Reporting Person (See Instructions)  
OO

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- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) These shares are held by PV LP. PV GP serves as the sole general partner of PV LP and, as such, PV GP possesses voting and dispositive power over the shares held by PV LP, and may be deemed to have indirect beneficial ownership of the shares held by PV LP.
- (3) This percentage is calculated based upon 183,163,826 shares of Common Stock outstanding on September 29, 2021 as set forth in the Issuer's Current Report on Form 8-K filed with the SEC on October 5, 2021.

**Item 1.**

- (a) Name of Issuer

Velo3D, Inc.

- (b) Address of Issuer's Principal Executive Offices

1601 Washington Avenue, Suite 800  
Miami Beach, FL 33139**Item 2.**

- (a) Name of Person Filing

Playground Ventures, L.P.  
Playground Ventures GP, LLC

- (b) Address of Principal Business Office or, if none, Residence

380 Portage Avenue  
Palo Alto, CA 94306

- (c) Citizenship

Entities	Playground Ventures, L.P.	-	Delaware
	Playground Ventures GP, LLC	-	Delaware

- (d) Title of Class of Securities

Common stock, par value \$0.00001 per share

- (e) CUSIP Number

92259N104

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
- 
- See Row 9 of cover page for each Reporting Person

- (b) Percent of class:
- 
- See Row 11 of cover page for each Reporting Person

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:
- 
- See Row 5 of cover page for each Reporting Person.

- (ii) Shared power to vote or to direct the vote:
- 
- See Row 6 of cover page for each Reporting Person.

- (iii) Sole power to dispose or to direct the disposition of:
- 
- See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:
- 
- See Row 8 of cover page for each Reporting Person.

**Item 5. Ownership of Five Percent or Less of a Class**If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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**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.

Dated: October 12, 2021

**Playground Ventures, L.P.**

By: Playground Ventures GP, LLC  
its General Partner

By: /s/ Bruce Leak  
Name: Bruce Leak  
Title: Managing Member

**Playground Ventures GP, LLC**

By: /s/ Bruce Leak  
Name: Bruce Leak  
Title: Managing Member

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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**Exhibit(s):**

A - Joint Filing Statement

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**EXHIBIT A**

**JOINT FILING STATEMENT**

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Velo3D, Inc. is filed on behalf of each of us.

Dated: October 12, 2021

**Playground Ventures, L.P.**

By: Playground Ventures GP, LLC  
its General Partner

By: /s/ Bruce Leak  
Name: Bruce Leak  
Title: Managing Member

**Playground Ventures GP, LLC**

By: /s/ Bruce Leak  
Name: Bruce Leak  
Title: Managing Member

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