longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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	Velo3 3. Date 01/25/4. If Ar 2A. D Executary (Monte of the content of the conten	Deeme rution I nth/Da	ed Date, if any/Year)	ransact ate Ori Table 3. Tra Code (Instr	I - N ansact	tion 4. Se (A) (Inst	/Year) ive Securiti curities Accor Disposed r. 3, 4 and 5 (A) or (D) who respor	es Acquired uired of (D) Tra (Ins	Director Officer (give of officer (give officer office	(Check etitle below) Chief E Joint/Group Jone Reporting I fore than One F of, or Benef ecurities Beng Reported	p Filing(Check A Person Reporting Person ficially Owned neficially 6,) Owner (specify below) er pplicable Line) I Ownership orm: birect (D) or Indirect or Indirect or Indirect or SEC 14	Nature f Indirect eneficial wnership
(Zip) 2. Transaction Date (Month/Day/Your for each class of securities) Table	es beneficia	Deemed De	ed Date, if any/Year)	Table 3. Tra Code (Instr	I - No ansacted or income and a second or income a	on-Derivat tion 4. Se (A) (Inst V Amo directly. Persons w in this form	ive Securiti curities Accor Disposed r. 3, 4 and 5 (A) or (D) who respor	es Acquired of (D) Tra (Ins	ndividual or Form filed by 6 Form filed by N I, Disposed Amount of Soned Followinsaction(s) str. 3 and 4) Dillection or respond or	Chief E Joint/Grou Dne Reporting I dore than One F of, or Benef ecurities Bei ng Reported f informati	p Filing(Check A Person Reporting Person ficially Owned neficially i i i i i i i i i i i i i	pplicable Line) I Description of the point	Nature f Indirect eneficial wnership nstr. 4)
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Table	II - Deriva	vative '	Securiti		i i	Persons win this form	m are not ı	required to	respond i				74 (9-02)
Title of 2. 3. Transaction 3A. Deemed		(e.g., puts, call 4. Transaction Code ar) (Instr. 8)		5. Number of Derivative Securities Acquired (A)		and Expiration Date (Month/Day/Year) of Uno Securi (Instr.			Amount	Derivative Security (Instr. 5)	Securities Beneficially	Ownership Form of Derivative	Beneficia Ownershi
				or Disposed of (D) (Instr. 3, 4,							Owned Following Reported	Security: Direct (D) or Indirect	(Instr. 4)
	Cod	de V			I		Expiration Date	Title	Amount or Number of Shares	-	(Instr. 4)	(Instr. 4)	
5/2022	A	Y.	353,	,774		(2)	(2)	Common Stock	353,774	\$ 0	353,774	D	
5/	/2022			Code V (A	Code V (A)	Code V (A) (D)	Code V (A) (D) Date Exercisable	Code V (A) (D) Date Expiration Date	Code V (A) (D) Date Expiration Date Expiration Date (20) Common	Code V (A) (D) Date Expiration Date Date Of Shares (Amount or Number of Shares) (Amount or Number of Shares)	Code V (A) (D) Date Expiration Date Expiration Date Of Shares Code V (A) (D) Common Co	Code V (A) (D) Date Expiration Date Expiration Date Title Number of Shares Code V (A) (D) Common 353 774 \$ 0 353 774	Code V (A) (D) Date Exercisable Expiration Date Code V (A) (D) Code V (A) (D) Code V (A) (D) Code V (A) (D) Date Exercisable Expiration Date Code V (A) (D) Common 353 774 S 0 353 774 D

B 41 0 N 4	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Buller Benyamin C/O VELO3D, INC. 511 DIVISION STREET CAMPBELL, CA 95008	X		Chief Executive Officer				

Signatures

/s/ William D. McCombe as attorney-in-fact for Benyamin Buller	01/27/2022
**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).
- (1) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock upon settlement for no consideration.
- The RSUs vest as to 1/4th of the total shares on November 15, 2022, and thereafter 1/16th of the total shares vest quarterly until such time as the RSUs are 100% vested, subject to the continued service of the Reporting Person on each vesting date.

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.