SEC Form 4

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 *
 	
TOLEDANO GABRIELLE B
 	
(Last)   (First)   (Middle)
 	
C/O VELO3D, INC.
511 DIVISION STREET
 	
(Street)
 	
CAMPBELL   CA   95008
 	
(City)   (State)   (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	Velo3D, Inc. [VLD]
	
	3. Date of Earliest Transaction (Month/Day/Year)
	12/07/2022
	
	4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		X Director ☐ 10% Owner
		    Officer (give title below) Other (specify below)
		
		6. Individual or Joint/Group Filing (Check Applicable Line)
		X Form filed by One Reporting Person
		    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. 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			
Common Stock	12/07/2022		M		18,037	A	(1)	36,166	D	
Common Stock	12/08/2022		M		18,128	A	(1)	54,294	D	

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 Securities Underlying Derivative Security (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: 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				
Restricted Stock Units	(1)	12/07/2022		M			18,037	(2)	(2)	Common Stock	18,037	$0.00	0	D	
Restricted Stock Units	(1)	12/08/2022		M			18,128	(3)	(3)	Common Stock	18,128	$0.00	36,256	D	

Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one (1) share of the Issuer's Common Stock upon settlement for no consideration.

2. 100% of the RSUs vested on December 7, 2022.

3. The RSUs shall vest as to 25% of the total shares quarterly, commencing September 8, 2022, with the remainder of shares vesting on each subsequent December 8, 2022, March 8, 2023, and June 8, 2023, subject to the Reporting Person's continued service to the Issuer on each vesting date.

Remarks:

/s/ William D. McCombe as attorney-in-fact for Gabrielle Toledano   12/09/2022

** 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 Number.