

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Walters Matthew Joseph</u> (Last) (First) (Middle) <u>C/O VELO3D, INC.</u> <u>511 DIVISION STREET</u> (Street) <u>CAMPBELL CA 95008</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Velo3D, Inc. [VLD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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		14,430	A	(1)	785,415	D	
Common Stock	12/08/2022		M		18,128	A	(1)	803,543	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
Restricted Stock Units	(1)	12/07/2022		M			14,430 ⁽²⁾	(3)	(3)	Common Stock	14,430 ⁽²⁾	\$0.00	0	D	
Restricted Stock Units	(1)	12/08/2022		M			18,128	(4)	(4)	Common Stock	18,128	\$0.00	36,256	D	

Explanation of Responses:

- 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.
- The Form 4 filed by the Reporting Person on December 9, 2021 incorrectly reported the number of RSUs granted on December 7, 2021 to the Reporting Person by one less share. The reported beneficial ownership in this Form 4 corrects this immaterial error.
- 100% of the RSUs vested on December 7, 2022.
- 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 Matthew Joseph Walters 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.