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INITIAL STATEMENT OF 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

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| 1. Name and Address of Reporting Person * <u>Kreger Bradley Allen</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. Date of Event Requiring Statement (Month/Day/Year) <u>12/18/2023</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Velo3D, Inc. [VLD]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><u>Interim CEO</u></p> | 5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <u>Common Stock</u> | <u>62,384</u> | <u>D</u> | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| <u>Restricted Stock Unit (RSU)</u> | (1) | (1) | <u>Common Stock</u> | <u>467,148</u> | (2) | <u>D</u> | |
| <u>Restricted Stock Unit (RSU)</u> | (3) | (3) | <u>Common Stock</u> | <u>20,794</u> | (2) | <u>D</u> | |
| <u>Restricted Stock Unit (RSU)</u> | (4) | (4) | <u>Common Stock</u> | <u>805,866</u> | (2) | <u>D</u> | |

Explanation of Responses:

- The Restricted Stock Units ("RSUs") vest as to 1/4th of the total grant on February 15, 2024, and thereafter 1/12th of the total grant vest quarterly until such time as the RSUs are 100% vested, subject to the continued service of the Reporting Person on each vesting date.
- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon settlement for no consideration.
- The RSUs vest in four equal quarterly installments on May 15, 2023, August 15, 2023, November 15, 2023, and February 15, 2024, subject to the continued service of the Reporting Person on each vesting date.
- The RSUs vest as to 1/4th of the total grant on November 15, 2024, and thereafter 1/12th of the total grant vest quarterly until such time as the RSUs are 100% vested, subject to the continued service of the Reporting Person on each vesting date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Bernard Chung as attorney-in-fact for Bradley Allen Kreger 12/19/2023

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Bernard Chung, Arnold Calonje and Christian Vargas, his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a representative of Velo3D, Inc. (the "Company"), any and all Form 144 reports required to be filed by the undersigned in accordance with the Securities Act of 1933, as amended (the "Securities Act"), and the rules thereunder with respect to transactions in securities of the Company;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a representative of the Company, any and all Form 3, 4 or 5 or other reports required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and the rules thereunder with respect to transactions in securities of the Company;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 144 or Section 16(a) report and timely file such report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her/their discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his/her/their substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 144 or Section 16(a) reports, as applicable, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of 12/18/2023.

/s/ Brad Kreger
Brad Kreger