

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 13, 2026**

**Velo3D, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39757**  
(Commission  
File Number)

**98-1556965**  
(IRS Employer  
Identification No.)

**2710 Lakeview Court,  
Fremont, California**  
(Address of principal executive offices)

**94538**  
(Zip Code)

**(408) 610-3915**  
Registrant's telephone number, including area code

**N/A**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$0.00001</b>	<b>VELO</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 13, 2026, the Compensation Committee of the Board of Directors of Velo3D, Inc. (the "Company") approved updated compensation for Arun Jeldi, the Company's Chief Executive Officer. Under the terms of his compensation, effective January 1, 2026, Mr. Jeldi will receive an annual base salary of \$650,000 per year. His annual incentive bonus will be up to 100% of base salary based on performance objectives determined by the Compensation Committee. Mr. Jeldi will also be entitled to an annual stock option grant equal to 2-3% of the total common stock outstanding of the Company at the time of grant, which will vest as follows: 10% of the options will vest when the enterprise reaches \$1 billion in valuation; 20% when it reaches \$3 billion in valuation; 30% when it reaches \$5 billion in valuation; and 40% when it reaches \$10 billion in valuation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Velo3D, Inc.**

Date: February 20, 2026

By: /s/ Bernard Chung  
Bernard Chung

