

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

FORM S-8

REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

VELO3D, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

98-1556965
(I.R.S. Employer
Identification No.)

2710 Lakeview Court
Fremont, California 94538
(Address of Principal Executive Offices) (Zip Code)

VELO3D, INC. 2021 EQUITY INCENTIVE PLAN
VELO3D, INC. 2021 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801
(Name and address of agent for service)

(302) 658-7581
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act. ☐

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Velo3D, Inc., a Delaware corporation (the “**Registrant**”), is filing this registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) to register (a) 9,745,471 additional shares of common stock, par value \$0.00001 per share (the “**Common Stock**”), available for issuance under the Velo3D, Inc. 2021 Equity Incentive Plan (the “**2021 EIP**”), pursuant to the evergreen provisions of the 2021 EIP providing for an annual 5% automatic increase in the number of shares reserved for issuance under the 2021 EIP, and (b) 1,949,094 additional shares of Common Stock available for issuance under the Velo3D, Inc. 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”), pursuant to the evergreen provisions of the 2021 ESPP providing for an annual 1% automatic increase in the number of shares reserved for issuance under the 2021 ESPP.

In accordance with General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registrant’s prior registration statements on Form S-8 filed with the Commission on December 6, 2021 (Registration No. [333-261508](#)) (including the reoffer prospectus contained therein), March 28, 2022 (Registration No. [333-263895](#)), March 20, 2023 (Registration No. [333-270695](#)), and April 3, 2024 (Registration No. [333-278497](#)) (including the [post-effective amendment](#) thereto) except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

(a) the Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2024 filed with the Commission on March 31, 2025 pursuant to Section 13 of the Exchange Act;

(b) the Registrant’s Current Reports on Form 8-K filed with the Commission on [January 10, 2025](#), [February 12, 2025](#), and [February 24, 2025](#);

(c) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in (a) above; and

(d) the description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed with the Commission on December 2, 2020, as updated by the description of the Registrant’s Common Stock contained in [Exhibit 4.6](#) to the Registrant’s Annual Report on Form 10-K referred to in (a) above, and including any subsequent amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report deemed to be furnished but not filed on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Certificate of Incorporation of Velo3D Inc.	8-K	001-39757	3.1	October 5, 2021	
4.2	Certificate of Amendment to the Certificate of Incorporation of Velo3D, Inc.	8-K	001-39757	3.1	June 9, 2023	
4.3	Certificate of Amendment to the Certificate of Incorporation of Velo3D, Inc.	8-K	000-39757	3.1	June 12, 2024	
4.3	Second Amended and Restated Bylaws of Velo3D, Inc.	8-K	001-39757	3.1	December 26, 2024	
5.1	Opinion of Troutman Pepper Locke LLP					X
23.1	Consent of Frank, Rimerman + Co., independent registered public accounting firm					X
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm					X
23.3	Consent of Troutman Pepper Locke LLP (contained in Exhibit 5.1)					X
24.1	Power of Attorney (included on the signature page of this Registration Statement)					X
99.1	2021 Equity Incentive Plan	8-K	001-39757	10.5	October 5, 2021	
99.2	Form of Option Award Agreement	8-K	001-39757	10.6	October 5, 2021	
99.3	Form of RSU Award Agreement	8-K	001-39757	10.7	October 5, 2021	
99.4	Form of Rollover Option Award Agreement	8-K	001-39757	10.8	October 5, 2021	
99.5	Form of Restricted Stock Award Agreement	8-K	001-39757	10.9	October 5, 2021	
99.6	Form of Stock Appreciation Right Award Agreement	8-K	001-39757	10.10	October 5, 2021	
99.7	Form of Stock Bonus Award Agreement	8-K	001-39757	10.11	October 5, 2021	
99.8	Form of Performance Shares Award Agreement	8-K	001-39757	10.12	October 5, 2021	
99.9	2021 Employee Stock Purchase Plan	8-K	001-39757	10.13	October 5, 2021	
107	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on the 7th day of April, 2025.

VELO3D, INC.

/s/ Arun Jeldi

By: Arun Jeldi
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Arun Jeldi and Hull Xu, and each of them, as his or her true and lawful attorneys-in-fact, proxies and agents, each with full power of substitution and resubstitution and full power to act without the other, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, proxies and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Arun Jeldi</u> Arun Jeldi	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 7, 2025
<u>/s/ Hull Xu</u> Hull Xu	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	April 7, 2025
<u>/s/ Bradley Kreger</u> Bradley Kreger	Chief Operating Officer and Director	April 7, 2025
<u>/s/ Michael Idelchik</u> Michael Idelchik	Director	April 7, 2025
<u>/s/ Adrian Keppler</u> Adrian Keppler	Director	April 7, 2025
<u>/s/ Stefan Kraus</u> Stefan Kraus	Director	April 7, 2025

Troutman Pepper Hamilton Sanders LLP
401 9th Street, Suite 1000
Washington, DC 20004

troutman.com



April 7, 2025

Velo3D, Inc.
2710 Lakeview Court
Fremont, California 94538

Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Velo3D, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of the above-referenced registration statement on Form S-8 (the “**Registration Statement**”) with the United States Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), in connection with the registration of a total of 11,694,565 shares (the “**Shares**”) of the Company’s common stock, par value \$0.00001 per share (“**Common Stock**”), to be issued in accordance with the Velo3D, Inc. 2021 Equity Incentive Plan and the Velo3D, Inc. Employee Stock Purchase Plan (the “**Velo3D Plans**”). The issuance of the Shares pursuant to the Plans was approved by the Board of Directors of the Company (the “**Board**”) on March 30, 2025.

This opinion is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, and other instruments, certificates, orders, opinions, correspondence with public officials, certificates provided by the Company’s officers and representatives, and other documents as we have deemed necessary or advisable for the purposes of rendering the opinion set forth herein, including (i) the corporate and organizational documents of the Company, including the Certificate of Incorporation, as amended to date (the “**Certificate of Incorporation**”), and the Second Amended and Restated Bylaws, as amended to date, (ii) the resolutions (the “**Resolutions**”) of the Board with respect to the offering and issuance of the Shares under the Plans and certain related matters, (iii) the Plans and (iv) the Registration Statement and exhibits thereto.

For purposes of the opinion expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted as certified, photostatic or electronic copies and the authenticity of the originals thereof, (iii) the legal capacity of natural persons, (iv) the genuineness of all signatures, including electronic signatures, not witnessed by us, (v) the due authorization, execution and delivery of all documents by all parties, other than the Company, and the validity, binding effect and enforceability thereof and (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Velo3D, Inc.
April 7, 2025
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Based on the foregoing, and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance, and, when and if issued, delivered and paid for in accordance with the Certificate of Incorporation, the applicable Plan, the Registration Statement and the Resolutions (assuming that, upon any issuance of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Certificate of Incorporation), such Shares will be legally issued, fully paid and non-assessable.

We express no opinion as to the effect of the laws of any state or jurisdiction other than the laws of the State of Delaware or as to the securities or blue sky laws of any state (including, without limitation, Delaware), municipal law or the laws of any local agencies within any state (including, without limitation, Delaware). This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Our opinion is as of the date hereof, and we have no responsibility to update this opinion for events and circumstances occurring after the date hereof or as to facts relating to prior events that are subsequently brought to our attention, and we disavow any undertaking to advise you of any changes in law.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We also consent to your filing copies of this opinion as an exhibit to the Registration Statement with such agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the offering and sale of the securities addressed herein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ Troutman Pepper Locke LLP

TROUTMAN PEPPER LOCKE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation in this Registration Statement on Form S-8 of Velo3D, Inc. and Subsidiaries (the “Company”) of our report dated March 31, 2025, relating to the consolidated financial statements, which appear in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ Frank, Rimerman + Co. LLP

San Francisco, California
April 7, 2025

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Velo3D, Inc. of our report dated April 3, 2024, except for the effects of the reverse stock split discussed in Note 1 and the change in the manner in which the Company accounts for segments discussed in Note 2 to the consolidated financial statements, as to which the date is March 31, 2025, relating to the financial statements, which appears in Velo3D, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP

San Jose, California
April 7, 2025

Calculation of Filing Fee Tables
Form S-8
Velo3D, Inc.
(Exact Name of Registrant as specified in its Charter)
Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.00001 per share	Rule 457(c) and Rule 457(h)	9,745,471 ⁽²⁾	\$ 0.36 ⁽³⁾	\$ 3,508,369.56 ⁽³⁾	\$ 0.00015310	\$ 537.13
Equity	Common Stock, par value \$0.00001 per share	Rule 457(c) and Rule 457(h)	1,949,094 ⁽⁴⁾	\$ 0.30 ⁽⁵⁾	\$ 584,728.20 ⁽⁵⁾	\$ 0.00015310	\$ 89.51
Total Offering Amounts					\$ 4,093,097.76		\$ 626.64
Total Fee Offsets ⁽⁶⁾							—
Net Fee Due							

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents additional shares of the Registrant’s common stock reserved for issuance under the Velo3D, Inc. 2021 Equity Incentive Plan (“*2021 EIP*”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2021 EIP.
- (3) Estimated pursuant to Rule 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The price of \$0.36 per share represents the average bid and asked prices of the Registrant’s Common Stock as quoted on the OTC Pink on April 2, 2025 .
- (4) Represents additional shares of the Registrant’s common stock reserved for issuance under the Velo3D, Inc. 2021 Employee Stock Purchase Plan (“*2021 ESPP*”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2021 ESPP.
- (5) Estimated pursuant to Rule 457(c) and 457(h) under the Securities Act solely for the purpose solely for the purpose of calculating the registration fee. The price of \$0.30 per share represents the average of the bid and asked prices of the Registrant’s Common Stock as quoted on the OTC Pink on April 2, 2025, multiplied by 85%.
- (6) The Registrant does not have any fee offsets.