

**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): June 27, 2025**

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

N/A

Trading Symbol(s)

N/A

Name of each exchange on which registered

N/A

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 1, 2025, Velo3D, Inc. (the "Company") filed a Certificate of Amendment (the "Amendment") to its Certificate of Incorporation, as amended (the "Certificate of Incorporation"), with the Secretary of State of the State of Delaware to remove Section 1 of Article VIII of the Certificate of Incorporation, which prohibited stockholder action by written consent without a stockholder meeting. The Amendment became effective on July 1, 2025.

As more fully described herein, the Company's stockholders approved the Amendment at the Annual Meeting of Stockholders held on June 27, 2025 (the "Annual Meeting"). As a result of the Amendment, stockholders will be permitted to act by written consent to the extent permitted under the General Corporation Law of the State of Delaware.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment. A copy of the Amendment is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, the stockholders of the Company voted on four proposals, each of which is described in more detail in the Company's Definitive Proxy Statement on

Schedule 14A filed with the Securities and Exchange Commission (the “SEC”) on April 30, 2025, as supplemented by the supplement to the Proxy Statement filed with the SEC on June 16, 2025. There were 200,729,097 shares of the Company’s common stock, par value \$0.00001 per share (“Common Stock”), present at the Annual Meeting, online or by proxy, which constituted a quorum for the transaction of business.

At the Annual Meeting, the Company’s stockholders voted on the following proposals:

1. To elect two Class I directors of the Company, each to serve a three-year term expiring at the 2028 Annual Meeting of Stockholders and until such director’s successor is duly elected and qualified;
2. To ratify the appointment of Frank, Rimerman +Co. LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2025;
3. To approve an amendment to the Company’s certificate of incorporation, as amended, to effect a reverse stock split of Common Stock at a ratio, ranging from one-for-five (1:5) to one-for-fifty (1:50), with the exact ratio to be set within that range at the discretion of the Board of Directors (the “Board”) without further approval or authorization of the Company’s stockholders; and
4. To approve an amendment to the Company’s certificate of incorporation, as amended, to allow stockholders to act by written consent.

The final results for each of these proposals are as follows:

Proposal 1: Election of Directors.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Adrian Keppler	192,982,263	146,343	7,600,491
Jason Lloyd	193,034,548	94,058	7,600,491

As a result, the stockholders elected each of Adrian Keppler and Jason Lloyd as Class I directors to serve until the 2028 Annual Meeting of Stockholders and until such director’s successor is duly elected and qualified.

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.

Votes For	Votes Against	Abstentions
200,188,533	58,515	482,049

As a result, the stockholders ratified the appointment of Frank, Rimerman + Co. LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025. There were no broker non-votes on this matter.

Proposal 3: Approval of the Certificate of Amendment to Effect a Reverse Stock Split of the Common Stock.

Votes For	Votes Against	Abstentions
193,529,676	6,242,373	957,048

As a result, the stockholders approved the amendment to the Company’s certificate of incorporation, as amended, to effect a reverse stock split of the Company’s Common Stock at a ratio, ranging from one-for-five (1:5) to one-for-fifty (1:50), with the exact ratio to be set within that range at the discretion of the Board without further approval or authorization of the Company’s stockholders.

Proposal 4: Approval of the amendment to the Company’s certificate of incorporation, as amended, to allow stockholders to act by written consent.

Votes For	Votes Against	Abstentions	Broker Non-Votes
191,459,746	320,822	1,348,038	7,600,491

As a result, the stockholders approved the amendment to the Company’s certificate of incorporation, as amended, to allow stockholders to act by written consent.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of Velo3D, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: July 2, 2025

By: /s/ Arun Jeldi
Arun Jeldi
Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
of
VELO3D, INC.**

Velo3D, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

1. This Certificate of Amendment (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Certificate of Incorporation filed with the Secretary of State on September 29, 2021, as amended by the Certificate of Amendment filed with the Secretary of State on June 8, 2023 and by the Certificate of Amendment filed with the Secretary of State on June 12, 2024 (collectively, the “**Certificate of Incorporation**”).
2. Pursuant to Section 242 of the DGCL, the Board of Directors of the Corporation has duly adopted this Certificate of Amendment, and the Corporation’s stockholders have duly approved this Certificate of Amendment.
3. The heading and text of Section 1 of Article VIII of the Certificate of Incorporation is hereby deleted and amended and restated in its entirety to read as follows:

“[RESERVED].”
4. The foregoing terms and provisions of this Certificate of Amendment shall be effective upon filing with the Secretary of State.
5. Except as herein amended, the Corporation’s Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 1st day of July, 2025.

VELO3D, INC.

By: /s/ Nancy Krystal
Name: Nancy Krystal
Title: Secretary
