

**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): **July 25, 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	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	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 3.03 Material Modification of Rights of Security Holders.

As previously disclosed, at the Annual Meeting of Stockholders held on June 27, 2025 (the "Annual Meeting"), the stockholders of Velo3D, Inc., a Delaware corporation (the "Company"), approved an amendment to the Company's Certificate of Incorporation, as amended (the "Charter"), to effect a reverse stock split of the issued and outstanding shares of the Company's common stock, par value \$0.00001 per share, at a ratio ranging from 1-for-5 and 1-for-50, with the exact ratio to be set within that range by the Company's board of directors (the "Board"). On July 18, 2025, the Board approved the reverse stock split at a ratio of 1-for-15 (the "Reverse Stock Split"). On July 25, 2025, the Company filed a Certificate of Amendment (the "Certificate of Amendment") to the Charter with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of July 28, 2025.

As a result of the Reverse Stock Split, every 15 shares of common stock will be automatically reclassified and converted into one issued and outstanding share of common stock. No fractional shares will be issued in connection with the Reverse Stock Split. Any fractional shares resulting from the Reverse Stock Split will be rounded up to the nearest whole share. In connection with the Reverse Stock Split, the CUSIP number for the common stock will change to 92259N 302.

On July 28, 2025, the Company's common stock will begin trading on the OTCQX on a reverse stock split-adjusted basis under the trading symbol "VLDXD" for 20 business days following such date, after which the symbol will return to "VLDX".

As a result of the Reverse Stock Split, the per share exercise prices of the Company's outstanding options and warrants will increase proportionately, and the number of shares of common stock issuable upon the exercise of the Company's outstanding options and warrants, or that relate to the Company's restricted stock units and other equity awards, will decrease proportionately, in each case, based on the Reverse Stock Split ratio.

The Company has instructed Continental Stock Transfer and Trust Company ("Continental") to send a notice to the holders of the Company's outstanding: (i) public warrants to

purchase up to 8,625,000 shares of common stock issued in the Company’s December 2020 initial public offering (the “Public Warrants”); and (ii) private placement warrants to purchase up to 4,450,000 shares of common stock issued in connection with the Company’s December 2020 initial public offering (the “Private Placement Warrants”), in each case, pursuant to that certain Warrant Agreement between JAWS Spitfire Acquisition Corporation and Continental, as warrant agent, dated December 7, 2020, informing the holders that, as a result of the Reverse Stock Split, each Public Warrant and Private Placement Warrant will become exercisable for 1/525th of a share of common stock at an exercise price of \$6,037.50 per share.

Further, the Company has sent notices to the holders of the Company’s outstanding: (i) warrant to purchase up to 70,000 shares of common stock issued to Silicon Valley Bank (the “2022 Private Warrant”); (ii) warrant to purchase up to 1,800,000 shares of common stock issued to A.G.P./Alliance Global Partners (“AGP”) in connection with the Company’s December 2024 registered direct offering (the “RDO Placement Agent Warrant”); (iii) warrants to purchase up to 2,707,143 shares of common stock issued in the Company’s April 2024 reasonable best efforts public offering (the “RBEO Warrants”); and (iv) warrant to purchase up to 1,714,286 shares of common stock issued to AGP in connection with the Company’s April 2024 reasonable best efforts public offering (the “RBEO Placement Agent Warrant”), in each case, informing the holders of equivalent corresponding adjustments to the shares issuable upon the exercise of, and the exercise prices of, such warrants resulting from the Reverse Stock Split.

Copies of such notices are attached as Exhibits 99.1, 99.2, 99.3, 99.4 and 99.5, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

The foregoing summary of the terms of the Certificate of Amendment and the Reverse Stock Split does not purport to be complete, and is qualified in its entirety by reference to the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

The disclosures set forth in Item 3.03 of this Current Report on Form 8-K are incorporated into this Item 5.03 by reference.

Item 8.01 Other Events.

On July 25, 2025, the Company issued a press release announcing the Reverse Stock Split, a copy of which is attached hereto as Exhibit 99.6.

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.
99.1	Form of Notice to Public Warrant and Private Placement Warrant Holders
99.2	Form of Notice to 2022 Private Warrant Holder
99.3	Form of Notice to RDO Placement Agent Warrant Holder
99.4	Form of Notice to RBEO Warrant Holders
99.5	Form of Notice to RBEO Placement Agent Warrant Holder
99.6	Press Release issued July 25, 2025
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 25, 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, the Certificate of Amendment filed with the Secretary of State on June 12, 2024, and the Certificate of Amendment filed with the Secretary of State on July 1, 2025 (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. Section 1 of Article IV of the Certificate of Incorporation is hereby amended by adding the following paragraph to the end of such section:

“Effective at 12:01 a.m. Eastern Daylight Time on July 28, 2025 (the “**Effective Time**”), each fifteen (15) shares of Common Stock then issued and outstanding, or held in treasury of the Corporation, immediately prior to the Effective Time shall automatically be reclassified and converted into one (1) share of Common Stock, without any further action by the Corporation or the respective holders of such shares (the “**Reverse Stock Split**”). No fractional shares shall be issued in connection with the Reverse Stock Split. A holder of Common Stock who would otherwise be entitled to receive a fractional share of Common Stock as a result of the Reverse Stock Split will receive one whole share of Common Stock in lieu of such fractional share.”
4. The foregoing terms and provisions of this Certificate of Amendment shall be effective as of 12:01 a.m. Eastern Daylight Time on July 28, 2025.
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 25th day of July, 2025.

VELO3D, INC.

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

VELO3D, INC.

July 25, 2025

Notice to Warrant Holders

Dear Warrant Holder:

Reference is made to that certain Warrant Agreement (the “*Warrant Agreement*”), by and between Jaws Spitfire Acquisition Corporation (n/k/a Velo3D, Inc.) (the “*Company*”) and Continental Stock Transfer & Trust Company, as warrant agent, dated as of December 7, 2020.

This letter constitutes a notice pursuant to Section 4.6 of the Warrant Agreement and in accordance with the notice provisions contained in Section 9.2 thereof. All capitalized terms not separately defined in this notice shall have the same meanings as defined in the Warrants.

The Company is writing to inform you, as a registered holder of one or more Warrants, that the Company has effected a reverse stock split of the issued and outstanding shares of common stock, \$0.00001 par value (the “*Common Stock*”), of the Company (the “*Reverse Stock Split*”). The Board of Directors of the Company has approved the Reverse Stock Split at a ratio of 1-for-15. On July 25, 2025, the Company filed a Certificate of Amendment to the Company’s Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of July 28, 2025 (the “*Effective Date*”).

Prior to the Effective Date, each Warrant was exercisable for one thirty fifth (1/35) of a fully paid and non-assessable share of Common Stock, and the Warrant Price was \$402.50 per whole share. Pursuant to Sections 4.2 and 4.3 of the Warrant Agreement, on the Effective Date, each then-outstanding Warrant will be adjusted such that (subject to any future adjustment pursuant to the Warrant Agreement’s terms):

- the number of shares of Common Stock issuable on exercise of each Warrant shall be decreased in proportion to the decrease of the number of issued and outstanding shares of Common Stock following the Reverse Stock Split, resulting in such Warrant being exercisable for one five hundred twenty fifth (1/525) of a share of Common Stock; and
- the Warrant Price shall be adjusted by multiplying such Warrant Price immediately prior to such adjustment by a fraction (x) the numerator of which shall be one (1) (the number of shares of Common Stock purchasable upon the exercise of the Warrants immediately prior to such adjustment), and (y) the denominator of which shall be one fifteenth (1/15) (the Reverse Stock Split ratio), resulting in an adjusted Warrant Price of \$6,037.50 per whole share.

The Reverse Stock Split was previously approved by the stockholders of the Company at an annual meeting held on June 27, 2025.

If you should have any questions, please do not hesitate to contact Investor Relations, investors@velo3d.com.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this letter to be executed by its Chief Financial Officer as of the date hereof.

VELO3D, INC.

By: /s/ Hull Xu
Name: Hull Xu
Title: Chief Financial Officer

VELO3D, INC.

July 25, 2025

Certificate as to Adjustment

Dear Warrant Holder:

Reference is made to that certain warrant (the “*Warrant*”) to purchase up to 70,000 shares of common stock, par value \$0.00001 per share (the “*Common Stock*”), of Velo3D, Inc. (the “*Company*”) issued to Silicon Valley Bank (“*SVB*”) on July 25, 2022.

This letter constitutes a certificate as to adjustment pursuant to Section 3.5 of the Warrant. All capitalized terms not separately defined in this notice shall have the same meanings as defined in the Warrant.

The Company is writing to inform you, as the registered holder of the Warrant, that the Company has effected a reverse stock split of the issued and outstanding shares of Common Stock (the “*Reverse Stock Split*”). The Board of Directors of the Company has approved the Reverse Stock Split at a ratio of 1- for-15. On July 25, 2025, the Company filed a Certificate of Amendment to the Company’s Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of July 28, 2025 (the “*Effective Date*”).

Prior to the Effective Date, the Warrant is exercisable at an exercise price of \$89.60 per share (the “*Exercise Price*”). Pursuant to Section 3.1 of the Warrant, on the Effective Date, the Warrant will be adjusted such that (subject to any future adjustment pursuant to the terms of the Warrant):

- the number of shares of Common Stock issuable on exercise of the Warrant shall be decreased in proportion to the decrease of the number of issued and outstanding shares of Common Stock following the Reverse Stock Split, resulting in the Warrant being exercisable for up to 134 shares of Common Stock; and
- the Exercise Price shall be increased in proportion to the decrease of the number of issued and outstanding shares of Common Stock following the Reverse Stock Split, resulting in an adjusted Exercise Price of \$1,344.00 per share.

The Reverse Stock Split was previously approved by the stockholders of the Company at an annual meeting held on June 27, 2025.

If you should have any questions, please do not hesitate to contact Investor Relations, investors@velo3d.com.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this letter to be executed by its Chief Financial Officer as of the date hereof.

VELO3D, INC.

By: /s/ Hull Xu
 Name: Hull Xu
 Title: Chief Financial Officer

VELO3D, INC.

July 25, 2025

Notice to Placement Agent Warrant Holder

Dear Placement Agent Warrant Holder:

Reference is made to that certain placement agent warrant (the “**Placement Agent Warrant**”) to purchase up to 1,800,000 shares of common stock, par value \$0.00001 per share (the “**Common Stock**”), of Velo3D, Inc. (the “**Company**”) issued to A.G.P./Alliance Global Partners (“**AGP**”) on December 29, 2023 pursuant to that certain Placement Agency Agreement, dated as of December 27, 2023 (the “**Placement Agency Agreement**”), by and between the Company and AGP, as sole placement agent.

This letter constitutes a notice pursuant to Section 3(h)(i) of the Placement Agent Warrant and in accordance with the notice provisions contained in Section 5(i) thereof. All capitalized terms not separately defined in this notice shall have the same meanings as defined in the Placement Agent Warrant.

The Company is writing to inform you, as the registered holder of the Placement Agent Warrant, that the Company has effected a reverse stock split of the issued and outstanding shares of Common Stock (the “**Reverse Stock Split**”). The Board of Directors of the Company has approved the Reverse Stock Split at a ratio of 1-for-15. On July 25, 2025, the Company filed a Certificate of Amendment to the Company’s Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of July 28, 2025 (the “**Effective Date**”).

Prior to the Effective Date, the Placement Agent Warrant is exercisable at an exercise price of \$21.7525 per share (the “**Exercise Price**”). Pursuant to Section 3(a) of the Placement Agent Warrant, on the Effective Date, the Placement Agent Warrant will be adjusted such that (subject to any future adjustment pursuant to the terms of the Placement Agent Warrant):

the Exercise Price shall be adjusted by multiplying such Exercise Price immediately prior to such adjustment by a fraction (x) the numerator of which shall be the number of shares of Common Stock (excluding treasury shares, if any) outstanding immediately before the Effective Date and (y) the denominator of which shall be the number of shares of Common Stock outstanding immediately after the Effective Date, resulting in an adjusted Exercise Price of \$326.2875 per share; and

- the number of shares of Common Stock issuable on exercise of the Placement Agent Warrant shall be proportionately adjusted such that the aggregate Exercise Price of the Placement Agent Warrant remains unchanged following the Reverse Stock Split, resulting in the Placement Agent Warrant being exercisable for up to 3,429 shares of Common Stock.

The Reverse Stock Split was previously approved by the stockholders of the Company at an annual meeting held on June 27, 2025.

If you should have any questions, please do not hesitate to contact Investor Relations, investors@velo3d.com.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this letter to be executed by its Chief Financial Officer as of the date hereof.

VELO3D, INC.

By: /s/ Hull Xu
 Name: Hull Xu
 Title: Chief Financial Officer

VELO3D, INC.

July 25, 2025

Notice to Warrant Holders

Dear Warrant Holder:

Reference is made to those certain warrants (the “**Warrants**”) to purchase up to 77,356 shares of common stock, par value \$0.00001 per share (the “**Common Stock**”), of Velo3D, Inc. (the “**Company**”) issued respectively to certain investors (the “**Investors**”) on April 12, 2024, including pursuant to those certain Securities Purchase Agreements, dated as of April 10, 2024 (the “**Purchase Agreements**”), between the Company and certain of the Investors.

This letter constitutes a notice pursuant to Section 3(h)(i) of the Warrants and in accordance with the notice provisions contained in Section 5(i) thereof and in Section 5.4 of the Purchase Agreements. All capitalized terms not separately defined in this notice shall have the same meanings as defined in the Warrants.

The Company is writing to inform you, as a registered holder of one or more Warrants, that the Company has effected a reverse stock split of the issued and outstanding shares of Common Stock (the “**Reverse Stock Split**”). The Board of Directors of the Company has approved the Reverse Stock Split at a ratio of 1-for-15. On July 25, 2025, the Company filed a Certificate of Amendment to the Company’s Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of July 28, 2025 (the “**Effective Date**”).

Prior to the Effective Date, your Warrant is exercisable for up to the number of Warrant Shares specified on Annex A hereto at an exercise price of \$12.25 per share (the “**Exercise Price**”). Pursuant to Section 3(a) of the Warrants, on the Effective Date, your Warrant will be adjusted such that (subject to any future adjustment pursuant to the terms of the Warrants):

- the Exercise Price shall be adjusted by multiplying such Exercise Price immediately prior to such adjustment by a fraction (x) the numerator of which shall be the number of shares of Common Stock (excluding treasury shares, if any) outstanding immediately before the Effective Date and (y) the denominator of which shall be the number of shares of Common Stock outstanding immediately after the Effective Date, resulting in an adjusted Exercise Price of \$183.75 per share; and
- the number of shares of Common Stock issuable on exercise of your Warrant shall be proportionately adjusted such that the aggregate Exercise Price of your Warrant remains unchanged following the Reverse Stock Split, resulting in your Warrant being exercisable for up to the number of Warrant Shares specified on Annex A hereto.

The Reverse Stock Split was previously approved by the stockholders of the Company at an annual meeting held on June 27, 2025.

If you should have any questions, please do not hesitate to contact Investor Relations, investors@velo3d.com.

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IN WITNESS WHEREOF, the Company has caused this letter to be executed by its Chief Financial Officer as of the date hereof.

VELO3D, INC.

By: /s/ Hull Xu
 Name: Hull Xu
 Title: Chief Financial Officer

Annex A

Investor Name	Number of Warrant Shares Prior to Effective Date	Number of Warrant Shares On Effective Date
Rob Forster	2,858	191
KBB Asset Management LLC	2,858	191
Warberg WFXI LP	2,858	191
TEC Opportunities Fund I LP	715	48
Koyote Trading LLC	433	29
Bigger Capital Fund, LP	28,015	1,868
District 2 Capital Fund LP	28,015	1,868
Intracoastal Capital LLC	2,858	191
Orchard Group LLC	29	2
North Woods Capital LLC	72	5
Akita Partners	72	5
272 Capital Master Fund Ltd	5,715	381
Joseph Gunnar & Co LLC	2,858	191

VELO3D, INC.

July 25, 2025

Notice to Placement Agent Warrant Holder

Dear Placement Agent Warrant Holder:

Reference is made to that certain placement agent warrant (the "**Placement Agent Warrant**") to purchase up to 1,714,286 shares of common stock, par value \$0.00001 per share (the "**Common Stock**"), of Velo3D, Inc. (the "**Company**") issued to A.G.P./Alliance Global Partners ("**AGP**") on April 12, 2024 pursuant to that certain Placement Agency Agreement, dated as of April 10, 2024 (the "**Placement Agency Agreement**"), by and between the Company and AGP, as sole placement agent.

This letter constitutes a notice pursuant to Section 3(h)(i) of the Placement Agent Warrant and in accordance with the notice provisions contained in Section 5(i) thereof. All capitalized terms not separately defined in this notice shall have the same meanings as defined in the Placement Agent Warrant.

The Company is writing to inform you, as the registered holder of the Placement Agent Warrant, that the Company has effected a reverse stock split of the issued and outstanding shares of Common Stock (the "**Reverse Stock Split**"). The Board of Directors of the Company has approved the Reverse Stock Split at a ratio of 1-for-15. On July 25, 2025, the Company filed a Certificate of Amendment to the Company's Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective as of July 28, 2025 (the "**Effective Date**").

Prior to the Effective Date, the Placement Agent Warrant is exercisable at an exercise price of \$13.475 per share (the "**Exercise Price**"). Pursuant to Section 3(a) of the Placement Agent Warrant, on the Effective Date, the Placement Agent Warrant will be adjusted such that (subject to any future adjustment pursuant to the terms of the Placement Agent Warrant):

- the Exercise Price shall be adjusted by multiplying such Exercise Price immediately prior to such adjustment by a fraction (x) the numerator of which shall be the number of shares of Common Stock (excluding treasury shares, if any) outstanding immediately before the Effective Date and (y) the denominator of which shall be the number of shares of Common Stock outstanding immediately after the Effective Date, resulting in an adjusted Exercise Price of \$202.125 per share; and
- the number of shares of Common Stock issuable on exercise of the Placement Agent Warrant shall be proportionately adjusted such that the aggregate Exercise Price of the Placement Agent Warrant remains unchanged following the Reverse Stock Split, resulting in the Placement Agent Warrant being exercisable for up to 3,266 shares of Common Stock.

The Reverse Stock Split was previously approved by the stockholders of the Company at an annual meeting held on June 27, 2025.

If you should have any questions, please do not hesitate to contact Investor Relations, investors@velo3d.com.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this letter to be executed by its Chief Financial Officer as of the date hereof.

VELO3D, INC.

By: /s/ Hull Xu
 Name: Hull Xu
 Title: Chief Financial Officer

Velo3D, Inc. Announces Reverse Stock Split

FREMONT, Calif. July 25, 2025 — Velo3D, Inc. (OTC: VLDX), a leading provider of additive manufacturing technologies for mission-critical metal parts, today announced that its board of directors has approved a 1-for-15 reverse stock split of the Company's common stock, par value \$0.00001 per share. The common stock is expected to begin trading on the OTCQX on July 28, 2025, on a split-adjusted basis under the trading symbol "VLDXD" for 20 business days following such date, after which the symbol will return to "VLDX". In connection with the reverse stock split, the CUSIP number for the Company's common stock will change to 92259N 302. The reverse stock split is primarily intended to prepare for the potential listing of the Company's common stock on a national securities exchange. The reverse stock split was approved by Velo3D's stockholders on June 27, 2025, with the final ratio determined by the Company's board of directors on July 18, 2025.

The Company filed an amendment to its certificate of incorporation with the Secretary of State of the State of Delaware on July 25, 2025. The reverse stock split will not reduce the number of authorized shares of the Company's common stock, which will remain at 500,000,000, and will not change the par value of the common stock, which will remain at \$0.00001 per share.

The 1-for-15 reverse stock split will automatically convert every 15 current shares of Velo3D's common stock into one new share of common stock. Fractional shares will not be issued in connection with the reverse stock split. Each stockholder who would otherwise hold a fractional share of common stock as a result of the reverse stock split will receive one share of common stock in lieu of such fractional share. The reverse split will reduce the number of shares of outstanding common stock from approximately 211,011,238 shares to approximately 14,067,416 shares. Proportional adjustments also will be made to the exercise prices of Velo3D's outstanding stock options and warrants, and to the number of shares issuable under Velo3D's outstanding equity-based awards. Although the intent of the reverse stock split is to increase the price of the Company's common stock to meet the initial listing requirements of a national securities exchange, there can be no assurance that the bid price of the Company's common stock will be sufficient for the Company to meet initial listing bid price requirements for a national securities exchange or that the Company will meet the other requirements for initial listing on a national securities exchange.

Continental Stock Transfer & Trust Company ("Continental") will act as the transfer agent for the reverse stock split. Stockholders holding their shares electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares through a bank, broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers' particular processes, and will not be required to take any action in connection with the reverse stock split.

Additional information concerning the reverse stock split can be found in the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 30, 2025, as supplemented by the Company's definitive proxy statement supplement filed with the SEC on June 16, 2025.

About Velo3D

Velo3D is a metal 3D printing technology company. 3D printing—also known as additive manufacturing (AM)—has a unique ability to improve the way high-value metal parts are built. However, legacy metal AM has been greatly limited in its capabilities since its invention almost 30 years ago. This has prevented the technology from being used to create the most valuable and impactful parts, restricting its use to specific niches where the limitations were acceptable.

Velo3D has overcome these limitations so engineers can design and print the parts they want. The company's solution unlocks a wide breadth of design freedom and enables customers in space exploration, aviation, power generation, energy, and semiconductor to innovate the future in their respective industries. Using Velo3D, these customers can now build mission-critical metal parts that were previously impossible to manufacture. The fully integrated solution includes the Flow print preparation software, the Sapphire family of printers, and the Assure quality control system—all of which are powered by Velo3D's Intelligent Fusion manufacturing process. The company delivered its first Sapphire system in 2018 and has been a strategic partner to innovators such as SpaceX, Honeywell, Honda, Chromalloy, and Lam Research. Velo3D has been named as one of Fast Company's Most Innovative Companies for 2024. For more information, please visit Velo3D.com, or follow the company on LinkedIn or X.

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Forward-looking Statements

This press release includes "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company's actual results may differ from its expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect", "estimate", "project", "budget", "forecast", "anticipate", "intend", "plan", "may", "will", "could", "should", "believes", "predicts", "potential", "continue", and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, expectations about the trading price of the Company's common stock resulting from the reverse stock split, the Company's potential listing of its common stock on a national securities exchange, and the Company's other expectations, beliefs, intentions or strategies for the future. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. You should carefully consider the risks and uncertainties described in the documents filed by the Company from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Most of these factors are outside of the Company's control and are difficult to predict. The Company cautions readers not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. The Company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based, unless required by applicable law.

Investor Relations:

James Carbonara
James@haydenir.com
(646) 755-7412

Media Contact:

Velo3D
press@velo3d.com
