

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

**FORM S-1**

**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)

**3559**  
(Primary Standard Industrial  
Classification Code Number)

**98-1556965**  
(I.R.S. Employer  
Identification Number)

**2710 Lakeview Court  
Freemont, CA 94538  
(408) 610-3915**

(Address, including zip code, and telephone number, including area code,  
of Registrant's principal executive offices)

**Nancy Krystal  
Vice President, General Counsel  
Velo3D, Inc.  
270 Lakeview Court  
Freemont, CA 94538  
(408) 610-3915**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Thomas M. Rose  
Nicole A. Edmonds  
Troutman Pepper Locke LLP  
401 9<sup>th</sup> Street, N.W., Suite 1000  
Washington, D.C. 20004  
Tel: (202) 274-2950**

**David E. Danovitch  
Angela Gomes  
Sullivan & Worcester LLP  
1251 Avenue of the Americas, 19<sup>th</sup> Floor  
New York, NY 10019  
(202) 274-2950**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ **333-289337**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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 the 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 ☐  
Non-accelerated filer ☒

Accelerated filer ☐  
Smaller reporting company ☒  
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 7(a)(2)(B) of the Securities Act. ☐

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities

Act”). This Registration Statement relates to the public offering of common stock, par value \$0.0001 per share, of Velo3D, Inc. (the “Registrant”), contemplated by the Registration Statement on Form S-1, as amended (File No. 333-289337), initially filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on August 6, 2025 (as amended, the “Prior Registration Statement”) pursuant to the Securities Act, which was declared effective by the Commission on August 18, 2025. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares of common stock to be offered in the public offering by \$2,874,999, which includes additional shares that the underwriters have the option to purchase. The additional shares of common stock that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 to the Prior Registration Statement.

CERTIFICATION

The registrant hereby (i) undertakes to pay the Commission the filing fee set forth on the Filing Fee Table filed as Exhibit 107 of this Registration Statement by a wire transfer of such amount as soon as practicable (but no later than the close of business on August 20, 2025) and (ii) certifies that it has sufficient funds in the relevant account to cover the amount of such filing fee.

PART II  
Information Not Required in Prospectus

Item 16. Exhibit List

Exhibit	Description
5.1	<a href="#">Opinion of Troutman Pepper Locke LLP (filed as Exhibit 5.1 to the Registration Statement on Form S-1/A filed by the registrant on August 13, 2025 (File No. 333-289337) and incorporated herein by reference)</a>
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm</a>
23.2	<a href="#">Consent of Frank, Rimerman + Co. LLP, independent registered public accounting firm</a>
23.3	<a href="#">Consent of Troutman Pepper Locke LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (filed as Exhibit 24.1 to the Registration Statement on Form S-1 filed by the registrant on August 7, 2025 (File No. 333-289337) and incorporated herein by reference)</a>
107	<a href="#">Filing Fee Table</a>

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant 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 August 19, 2025.

VELO3D, INC.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Arun Jeldi</u> Arun Jeldi	Chief Executive Officer and Director (Principal Executive Officer)	August 19, 2025
<u>/s/ Hull Xu</u> Hull Xu	Chief Financial Officer (Principal Financial and Accounting Officer)	August 19, 2025
<u>*</u> Jason Lloyd	Director	August 19, 2025
<u>*</u> Adrian Keppler	Director	August 19, 2025
<u>*</u> Stefan Krause	Director	August 19, 2025
<u>*</u> Kenneth Thieneman	Director	August 19, 2025

\*By: /s/ Hull Xu  
Hull Xu  
Attorney-in-fact



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 3, 2024, except for the effects of the June 2024 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 the Registration Statement on Form S-1 (No. 333-289337) of Velo3D, Inc. We also consent to the reference to us under the heading “Experts” in the Registration Statement on Form S-1 (No. 333-289337) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose, California  
August 19, 2025

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 31, 2025, except for Note 18 and its related effects to the consolidated financial statements, as to which the date is August 6, 2025, with respect to the consolidated financial statements of Velo3D, Inc. included in the Registration Statement on Form S-1 (File No. 333-289337) and the related Prospectus of Velo3D, Inc.

/s/ Frank, Rimerman + Co. LLP

San Francisco, California  
August 19, 2025

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## Calculation of Filing Fee Tables

**FORM S-1**  
(Form Type)

**VELO3D, INC.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price <sup>(1)(2)</sup>	Fee Rate	Amount of Registration Fee <sup>(3)</sup>
Fees to Be Paid	Equity	Common Stock, par value \$0.00001 per share	457(o)	-	-	\$ 2,874,999	\$ 0.00015310	\$ 440.17
<b>Total Offering Amounts</b>						\$ 2,874,999	\$ 0.00015310	\$ 440.17
<b>Total Fees Previously Paid</b>						-		-
<b>Total Fee Offsets</b>						-		-
<b>Net Fee Due</b>								\$ 440.17

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the “Securities Act”).

(2) Includes common stock that may be issued upon exercise of a 30-day option granted to the underwriters to cover over-allotments, if any.

(3) The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$17,250,000 on a registration statement on Form S-1, as amended (File No. 333-289337), which was declared effective by the Securities and Exchange Commission on August 18, 2025. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$2,874,999 is hereby registered.