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

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**FORM 8-K**

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**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 9, 2023 (June 8, 2023)**

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**Velo3D, Inc.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**001-39757**

**98-1556965**

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**511 Division Street  
Campbell, California**

**95008**

(Address of principal executive offices)

(Zip Code)

**(408) 610-3915**

Registrant's telephone number, including area code

**N/A**

(Former name or former address, if changed since last report.)

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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
Common stock, par value \$0.00001 per share	VLD	New York Stock Exchange
Warrants to purchase one share of common stock, each at an exercise price of \$11.50 per share	VLD WS	New York Stock Exchange

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.

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

As further described below in Item 5.07 of this Current Report on Form 8-K, on June 8, 2023, at the Annual Meeting of Stockholders (the “Annual Meeting”) of Velo3D, Inc. (the “Company”), the Company’s stockholders approved a certificate of amendment (the “Certificate of Amendment”) to the Company’s certificate of incorporation to permit the exculpation of certain of the Company’s officers from liability in specific circumstances. On June 8, 2023, the Company filed with the Secretary of State of the State of Delaware the Certificate of Amendment.

A description of the Certificate of Amendment is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2023 (the “Proxy Statement”) in the section entitled “Proposal No. 3 – Approval of an Amendment to our Certificate of Incorporation to Permit the Exculpation of Certain Officers,” which description is incorporated herein by reference. The description is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

At the Annual Meeting, the Company’s stockholders voted on three proposals, each of which is described in more detail in the Proxy Statement. There were 148,906,471 shares 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 three Class II directors of the Company, each to serve a three-year term expiring at the 2026 Annual Meeting of Stockholders and until such director’s successor is duly elected and qualified;
2. Ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023; and
3. Approve the Certificate of Amendment to permit the exculpation of certain officers of the Company.

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

**Proposal 1: Election of Directors.**

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Michael Idelchik	112,383,665	16,122,273	20,400,533
Stefan Krause	128,106,349	399,589	20,400,533
Ellen Smith	127,256,561	1,249,377	20,400,533

As a result, the stockholders elected each of Michael Idelchik, Stefan Krause and Ellen Smith as Class II directors to serve until the 2026 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.**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
148,719,225	148,427	38,819

As a result, the stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. There were no broker non-votes on this matter.

**Proposal 3: Approval of an Amendment to the Company's Certificate of Incorporation to Permit the Exculpation of Officers.**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
127,726,011	673,792	106,135	20,400,533

As a result, the stockholders approved the Certificate of Amendment to permit the exculpation of certain officers of the Company.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Certificate of Incorporation of Velo3D, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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

**Velo3D, Inc.**

Date: June 9, 2023

By: /s/ Benjamin Buller  
Name: Benjamin Buller  
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION OF  
VELO3D, INC.**

Velo3D, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies 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 (the “**Certificate of Incorporation**”).

2. The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

3. That Article VII of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

**ARTICLE VII – DIRECTOR AND OFFICER LIABILITY**

**1. Limitation of Liability.** To the fullest extent permitted by law, neither a director of the Corporation nor an officer of the Corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director, or officer, as applicable. Without limiting the effect of the preceding sentence, if the General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director or officer, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended. For purposes of this Article VII and Article X, references to a “director” shall include, for the avoidance of doubt and to the fullest extent permitted by law, any person who has served as a director of JAWS Spitfire Acquisition Corporation, a Cayman Islands exempted company.

**2. Change in Rights.** Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

4. All other provisions of the 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 8th day of June, 2023

By: /s/ William McCombe  
Name: William McCombe  
Title: Chief Financial Officer