

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): September 26, 2023 (September 21, 2023)

**Velo3D, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-39757**  
(Commission  
File Number)

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

**511 Division Street**  
**Campbell, California**  
(Address of principal executive offices)

**95008**  
(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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communication 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.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

On September 21, 2023, William McCombe resigned from his position as Chief Financial Officer of Velo3D, Inc. (the “Company”) and as a member of the Board of Directors (the “Board”) of the Company, effective as of September 29, 2023, to pursue other career opportunities. Mr. McCombe’s resignation is not the result of any dispute or disagreement with the Company, the Company’s management or the Board on any matter relating to the Company’s operations, policies or practices. Mr. McCombe will stay on in a transitional capacity through November 7, 2023. During the transition period, Mr. McCombe will remain as an employee and his salary, benefits and the vesting of his equity awards will continue. Mr. McCombe will participate in the Company’s earnings call announcing the results for the three and nine months ending September 30, 2023.

(c)

Effective as of September 29, 2023, the Board appointed Bernard Chung, the Company’s Vice President, Finance and principal accounting officer, as its Acting Chief Financial Officer and principal financial officer. Since September 2021, Mr. Chung, age 47, has served as the Vice President, Finance where Mr. Chung has led the Company’s accounting, finance and SEC reporting teams. Prior to the Company’s business combination, from December 2020 to September 2021, Mr. Chung served as Vice President, Finance of Velo3D, Inc. (n/k/a Velo3D US, Inc.) (“Legacy Velo3D”). From November 2018 to November 2020, Mr. Chung was the Corporate Controller at Textainer Group Holdings Limited (“Textainer”), a lessor of intermodal containers, where he was responsible for Textainer’s financial and strategic operations. Before joining Textainer, Mr. Chung served as the Assistant Corporate Controller at Knight-Swift Transportation Holdings Inc., a truckload and logistics services carrier, from July 2014 to November 2018. Mr. Chung also previously served as a director and audit manager for KPMG LLP. Mr. Chung, a Certified Public Accountant, holds a B.A. in Economics from Northwestern University and matriculated his Accounting credits from Loyola University Chicago.

There are no family relationships between Mr. Chung and any director or executive officer of the Company, and he does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure**

On September 26, 2023, the Company also issued a press release announcing Mr. McCombe’s departure and the appointment of Mr. Chung, a copy of which is attached hereto as exhibit 99.1. The information contained in this Item 7.01, including Exhibit 99.1, is being furnished to the Securities and Exchange Commission and, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

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

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release issued September 26, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

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

Date:	September 26, 2023	<b>Velo3D, Inc.</b>	
		By:	<u>/s/ Benjamin Buller</u>
		Name:	Benjamin Buller
		Title:	Chief Executive Officer

## Velo3D Announces CFO Transition

*Bernard Chung, VP of Finance, to Serve as Acting Chief Financial Officer*

**Campbell, Calif.**—Sept. 26, 2023—[Velo3D](#), Inc. ([NYSE: VLD](#)), a leading metal additive manufacturing technology company for mission-critical parts, today announced William McCombe has resigned as the company's Chief Financial Officer, effective September 29, 2023, to pursue other career opportunities. Bernard Chung, Velo3D's Vice President of Finance has been appointed Acting CFO, effective September 29, 2023. Mr. McCombe has agreed to stay on in a transition capacity through November 7, 2023 and will participate in the company's third quarter earnings conference call on November 7, 2023.

"I want to thank Bill for his dedication and leadership over the last 3 years as he guided the company through the listing process and helped successfully grow Velo3D into one of the leading technology suppliers in the additive manufacturing industry," said Benny Buller, CEO of Velo3D. "I wish Bill the best of luck in his future endeavors. I am also pleased to welcome Bernie as our Acting Chief Financial Officer and look forward to continuing to build on our 3-year partnership. Given his more than 20 years of finance experience, we expect a seamless transition as he takes on his new responsibilities."

In his role as Vice President of Finance for Velo3D, Mr. Chung led the company's accounting, finance, and SEC reporting teams. Prior to joining Velo3D, he served various finance management roles in the manufacturing, transportation, and technology industries. He also previously worked as director and audit manager for KPMG and is a Certified Public Accountant.

### **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 2023](#). For more information, please visit [Velo3D.com](#), or follow the company on [LinkedIn](#) or [Twitter](#).

### **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 1996. 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",

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“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, the Company’s goals for 2023 and the Company’s other expectations, hopes, 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 the Company’s control and are difficult to predict. The Company cautions 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.

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