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

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**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No.)

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Filed by a Party other than the Registrant

Filed by the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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# Your **Vote** Counts!

**VELO3D, INC.**

2024 Annual Meeting

Vote by June 9, 2024

11:59 PM ET

**VELO** 3D

VELO3D, INC.  
2710 LAKEVIEW COURT  
FREMONT, CA 94538



V48446-P12355

## You invested in VELO3D, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 10, 2024.**

### Get informed before you vote

View the Annual Report and Notice and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 27, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 10, 2024  
1:00 PM PT

Virtually at:  
[www.virtualshareholdermeeting.com/VLD2024](http://www.virtualshareholdermeeting.com/VLD2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Class III Directors <b>Nominees:</b> 01) Bradley Kreger 02) Gabrielle Toledano 03) Matthew Walters	✔ For
2. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	✔ For
3. Approval of an amendment to our certificate of incorporation, as amended, to effect a reverse stock split of our outstanding shares of common stock, par value \$0.00001 per share, at a ratio ranging from one-for-five (1:5) to one-for-fifty (1:50).	✔ For
4. For purposes of complying with Section 312.03(c) of the NYSE Listed Company Manual, approval of the shares of common stock issuable pursuant to our Secured Notes and, if issued, the Additional Secured Convertible Notes (each as defined in the proxy statement).	✔ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".