

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): October 15, 2026

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
Common stock, \$0.00001 par value per share	VELO	The Nasdaq Stock Market LLC

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 2.02. Results of Operations and Financial Condition.

On October 15, 2026, Velo3D, Inc. (the "Company") issued a press release announcing certain preliminary, unaudited financial information regarding revenue for the quarter ended September 30, 2026. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 2.02 by reference.

The preliminary financial information described in the press release is preliminary and unaudited, reflects management's current estimates based on information available as of the date of the press release, and is subject to change. The Company has not completed its closing procedures for the quarter ended September 30, 2026, and its independent registered public accounting firm has not audited, reviewed or performed any procedures with respect to this preliminary information and expresses no opinion or any other form of assurance with respect to it. Actual results may differ materially from these preliminary estimates as a result of the completion of the Company's closing procedures, final adjustments and other developments arising between the date of the press release and the time the Company's financial results for the quarter are finalized.

The information in this Item 2.02, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

99.1	Press Release of Velo3D, Inc., dated October 15, 2026
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: October 15, 2026

By: /s/ Terence Wynn
Name: Terence Wynn
Title: Interim Chief Financial Officer



Velo3D Announces Preliminary Third Quarter 2026 Revenue of Approximately \$19.5 Million to \$20.5 Million, Representing Year-over-Year Growth of Approximately 43% to 51%

Company plans to report final financial results for Q3 2026 the week of November 9, 2026

FREMONT, Calif., Oct. 15, 2026 /PRNewswire/-- Velo3D, Inc. (Nasdaq: VELO), a leading metal additive manufacturing technology company, today announced its preliminary unaudited revenue results for the third quarter ended September 30, 2026.

The Company expects revenue for the third quarter of 2026 to be in the range of approximately \$19.5 million to \$20.5 million, representing year-over-year growth of approximately 43% to 51% compared with revenue of \$13.6 million for the third quarter of 2025. These preliminary estimates are based on information available to management as of the date of this press release and have been prepared in good faith on a basis consistent with prior periods. These preliminary results are unaudited, are subject to the completion of the Company's customary quarter-end financial closing procedures, final adjustments and other developments that may arise before the Company's financial statements for the quarter are finalized. The Company's independent registered public accounting firm has not audited, reviewed or performed any procedures with respect to this preliminary revenue information and expresses no opinion or any other form of assurance with respect to it.

The Company's actual results could differ materially from these preliminary estimates. This preliminary information is not necessarily indicative of the results to be expected for any future period and should not be viewed as a substitute for full financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (U.S. GAAP).

Velo3D expects to report its final financial results for the third quarter of 2026 during the week of November 9, 2026.

About Velo3D:

Velo3D is a metal 3D printing technology company that enables customers to build mission-critical metal parts. The fully integrated solution includes the Flow™ print preparation software, the Sapphire® family of printers and the Assure™ quality control system — all powered by Velo3D's Intelligent Fusion® manufacturing process. Learn more at velo3d.com.

Velo, Velo3D, Sapphire and Intelligent Fusion are registered trademarks of Velo3D, Inc. Flow and Assure are trademarks of Velo3D, Inc.

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. All statements other than statements of historical fact contained in this press release are forward-looking statements. 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, the Company's preliminary estimates of revenue for the third quarter of 2026 and the expected timing of the release of its final financial results for that quarter. 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 "Risk Factors" section of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "FY 2025 10-K") and its Quarterly Reports on Form 10-Q ("Quarterly Reports") and the other 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. Many of these factors are outside the Company's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the completion of the Company's quarter-end financial closing procedures, final adjustments and the identification of adjustments arising from those procedures, the discovery of new or additional information affecting accounting estimates or revenue recognition, management's judgments underlying the preliminary estimates, subsequent events, and the preparation and review of the Company's financial statements for the quarter; (2) the inability of the Company to execute its business plan, which may be affected by, among other things, competition, the Company's cash/liquidity position, the ability of the Company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its key employees; (3) the Company's ability to continue as a going concern; (4) the Company's ability to service and comply with its indebtedness; (5) the Company's ability to raise additional capital in the near-term; (6) the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors; (7) the risk that future sales of common stock, including sales under the Company's at-the-market offering program, will dilute existing stockholders and may adversely affect the market price of the Company's common stock; (8) changes in the applicable laws and regulations; (9) risks related to the Company's exposure to government and defense contracts, including potential delays or reductions in government funding, government shutdowns, changes in defense procurement priorities or spending levels, and the timing and uncertainty of government contract awards and modifications; (10) the risk that the Company's backlog may not convert into revenue on the timelines the Company expects, or at all; (11) the risk that the Company may not achieve its financial guidance for fiscal year 2026 and that actual results may differ materially from, or that the Company may revise, such guidance; and (12) other risks and uncertainties described in the FY 2025 10-K and the Quarterly Reports, including those under "Risk Factors" therein, and in the Company's other filings with the SEC, which are available on

sec.gov. The Company cautions that the foregoing list of factors is not exclusive and cautions readers not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date of this press release. 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, except as required by applicable law.

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Investor Relations:

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