

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <sup>*</sup> COWAN DAVID J/CA (Last) (First) (Middle) C/O VELO3D, INC., 511 DIVISION STREET (Street) CAMPBELL, CA 95008 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/29/2021	3. Issuer Name and Ticker or Trading Symbol Velo3D, Inc. [VLD]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0 (1)	I	See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Earnout Rights (Common Stock)	(3)	(3)	Common Stock	0 (3) (4)	\$ (3)	I	See footnotes (2) (3) (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWAN DAVID J/CA C/O VELO3D, INC. 511 DIVISION STREET CAMPBELL, CA 95008	X			

## Signatures

/s/ David Cowan	10/12/2021
<sup>**</sup> Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As of the date hereof, Bessemer Venture Partners IX Institutional L.P. ("BVP IX Inst") and Bessemer Venture Partners IX, L.P. ("BVP IX", and together with BVP IX Inst referred to collectively, the "Funds") own 16,842,013 shares of Common Stock and 21,022,226 shares of Common Stock, respectively, and such shares were acquired by (1) the Funds prior to the Reporting Person joining the board of directors of the Issuer. The Reporting Person was elected as a member of the board of directors of the Issuer effective immediately after the Effective Time as defined in that Business Combination Agreement, dated March 22, 2021, as amended on July 20, 2021 (the "Business Combination Agreement"), by and among the Issuer, Spitfire Merger Sub, Inc., and Velo3D US, Inc.

- The Reporting Person is a director of Deer IX & Co. Ltd. ("Deer Ltd."), which is the general partner of Deer IX & Co. L.P. ("Deer L.P."), which is the general partner of each of the Funds. The Reporting Person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer Ltd. and Deer L.P. and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- (2)

- Pursuant to the earnout provisions in the Business Combination Agreement, the Funds are entitled to receive shares of Common Stock if, from the closing of the transaction until the fifth anniversary thereof, the volume-weighted average price of the Common Stock equals or exceeds certain thresholds (the "Earnout Rights"). Of these Earnout
- (3) Rights, one-half will be issued if the volume-weighted average price of the Common Stock equals or exceeds \$12.50 for any 20 trading days within any 30-trading day period and one-half will be issued if the volume-weighted average price of the Common Stock equals or exceeds \$15.00 for any 20 trading days within any 30-trading day period, in each case, subject to adjustment as provided in the Business Combination Agreement.
- (4) As of the date hereof, BVP IX Inst and BVP IX hold the right to acquire 2,233,130 and 2,787,398 shares, respectively, of the Common Stock upon the satisfaction of the earnout right vesting conditions described in footnote (3) above.

**Remarks:**

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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