

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Hamer Andrew</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Velodyne Lidar, Inc. [VLDR]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ CFO and Treasurer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/14/2021</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 5521 HELLYER AVENUE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) SAN JOSE CA 95138 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/14/2021 | | M ⁽¹⁾ | | 19,331 | A | (1) | 103,339 | D | |
| Common Stock | 07/15/2021 | | s ⁽²⁾ | | 9,727 | D | \$9.23 | 93,612 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Unit | (3) | 07/14/2021 | | M | | 11,935 | | (4) | (4) | Common Stock | 11,935 | \$0.00 | 83,545 | D | |
| Restricted Stock Unit | (3) | 07/14/2021 | | M | | 4,896 | | (5) | (5) | Common Stock | 4,896 | \$0.00 | 53,861 | D | |
| Restricted Stock Unit | (6) | 07/14/2021 | | M | | 2,500 | | (6) | (6) | Common Stock | 2,500 | \$0.00 | 35,000 | D | |

Explanation of Responses:

- The Reporting Person was granted restricted stock units ("RSUs") which represent a contingent right to receive one share of Common Stock for each RSU. The shares were issued pursuant to vested RSUs released on July 14, 2021.
- The sales reported on this Form 4 represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the previously reported vesting and settlement of RSUs. These sales are mandated by the Reporting Person's award agreement to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.
- The Reporting Person received RSUs in connection with the merger described in that certain Agreement and Plan of Merger, dated as of July 2, 2020 (the "Merger"), and amended on August 20, 2020, by and among Graf Industrial Corp., a Delaware corporation now known as Velodyne Lidar, Inc. ("New Velodyne"), VL Merger Sub Inc., a Delaware corporation, and Velodyne Lidar, Inc., a Delaware corporation now known as Velodyne Lidar USA, Inc., the Reporting Person received RSUs in exchange for restricted stock units in Velodyne Lidar USA, Inc.
- The RSUs were received in connection with the Merger. Subject to the satisfaction of both a liquidity event requirement and service-based requirement, each RSU represents the right to receive one share of common stock. The liquidity-event requirement was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement will be or, as applicable, was satisfied with respect to 25% of the RSUs when the Reporting Person remains or, as applicable, remained in continuous service through the one-year anniversary of April 3, 2019 and with respect to 6.25% of the RSUs when the Reporting Person completes or, as applicable, completed each three (3) months of continuous service thereafter. The service-based requirement is also subject to acceleration in the event the Reporting Person is subject to a qualifying involuntary termination of employment in connection with the sale of New Velodyne.
- The RSUs were received in connection with the Merger. Subject to the satisfaction of both a liquidity event requirement and service-based requirement, each RSU represents the right to receive one share of common stock. The liquidity-event requirement was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement will be or, as applicable, was satisfied with respect to 25% of the RSUs when the Reporting Person remains or, as applicable, remained in continuous service through the one-year anniversary of March 11, 2020 and with respect to 6.25% of the RSUs when the Reporting Person completes or, as applicable, completed each three (3) months of continuous service thereafter. The service-based requirement is also subject to acceleration in the event the Reporting Person is subject to a qualifying involuntary termination of employment in connection with the sale of New Velodyne.
- The Reporting Person was granted RSUs which represent a contingent right to receive one share of Common Stock for each RSU. The RSU shall vest with respect to 6.25% of the RSUs on each company quarterly vesting dates after January 15, 2021, provided the Reporting Person remains in continuous service on each vesting date. Quarterly vesting dates are March 31, June 30, September 30 and December 31.

Remarks:

/s/ Tracey Mastropolo - 07/19/2021
Attorney-in-Fact

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.