

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Hall David S.</u> (Last) (First) (Middle) 40 NORTH HILL COURT (Street) OAKLAND CA 94618 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								59,244,378	D	
Common Stock ⁽¹⁾	06/09/2021		M		6,426 ⁽¹⁾	A	\$0.00	5,462,202	I	By Wife
Common Stock ⁽²⁾	06/10/2021		M		4,438 ⁽²⁾	A	\$0.00	5,458,971	I	By Wife
Common Stock	06/10/2021		S		3,231	D	\$11.38	5,463,409	I	By Wife

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	(1)	06/09/2021		M		6,426		(1)	(1)	Common Stock	6,426	\$0.00	44,986	I	By wife
Restricted Stock Unit	(2)	06/10/2021		A		4,438		(2)	(2)	Common Stock	4,438	\$0.00	4,438	I	By wife
Restricted Stock Unit	(2)	06/10/2021		M		4,438		(2)	(2)	Common Stock	4,438	\$0.00	0	I	By wife
Restricted Stock Unit	(3)	06/10/2021		A		14,463		(3)	(3)	Common Stock	14,463	\$0.00	14,463	I	By wife

Explanation of Responses:

- The Reporting Person's wife, Marta Thoma Hall, was granted 102,823 Restricted Stock Units ("RSUs") on September 29, 2020; each RSU represents a right to receive one share of Common Stock for each RSU. 25% of these RSUs were immediately exercisable. The 6,426 RSUs disposed of (and acquired as shares of Common Stock) which are reported in this Form 4 represent an additional 6.25% of the total grant which became exercisable and were released on June 9, 2021. 6.25% of the remaining RSUs in this grant continue to vest each three (3) months of continuous service.
- The Reporting Person's wife, Marta Thoma Hall, was granted 4,438 RSUs that were fully vested and released on the date of grant. Ms. Hall acquired and disposed of the RSUs on the same day. The acquisition and disposal are reported in Table II. The acquisition of the 4,438 shares of Common Stock underlying the RSUs is reported in Table 1.
- The Reporting Person's wife, Marta Thoma Hall, was granted 14,463 RSUs that will fully vest on June 10, 2022, or on the next Annual Stockholder Meeting of the Issuer, whichever is earlier.

Remarks:

/s/ David S. Hall

06/25/2021

** 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.