

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>Hall Marta Thoma</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2021</u>			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		
<u>5521 HELLYER AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN JOSE CA 95138</u>								
(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 ⁽¹⁾	09/08/2021		M ⁽²⁾		6,427 ⁽²⁾	A	\$0.00 ⁽²⁾	5,471,250 ⁽³⁾	D	
Common Stock	09/08/2021		S ⁽⁴⁾		3,235	D	\$6.55	5,468,015 ⁽³⁾	D	
Common Stock								59,244,378 ⁽⁵⁾	I	By Husband

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	⁽⁶⁾	09/08/2021		M			6,427	⁽⁷⁾	⁽⁷⁾	Common Stock	6,427	\$0.00	38,559 ⁽³⁾	D	

1. Name and Address of Reporting Person* <u>Hall Marta Thoma</u>		
(Last)	(First)	(Middle)
<u>5521 HELLYER AVENUE</u>		
(Street) <u>SAN JOSE CA 95138</u>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>Hall David S.</u>		
(Last)	(First)	(Middle)
<u>5521 HELLYER AVENUE</u>		
(Street) <u>SAN JOSE CA 95138</u>		
(City)	(State)	(Zip)

Explanation of Responses:

- The Reporting Person ("Marta Thoma Hall") was granted Restricted Stock Units ("RSUs") which represent a right to receive one share of Common Stock for each RSU.
- 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 September 8, 2021.
- These securities are owned solely by Marta Hall, who is a member of a "group" with David S. Hall for purposes of Section 13(d) of the Exchange Act.
- The sales reported on this Form 4 include 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.

5. These securities are owned solely by David S. Hall, who is a member of a "group" with the Reporting Person for purposes of Section 13(d) of the Exchange Act.

6. 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.

7. The Reporting Person was granted 102,823 RSUs on September 29, 2020 which represent a contingent right to receive one share of Common Stock for each RSU. Of the initial grant, 25% vested on the one-year anniversary, and the remainder vest with respect to 6.25% of the RSUs on each company quarterly vesting dates.

Remarks:

/s/ Marta Hall

09/10/2021

/s/ David S. Hall

09/10/2021

** 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.