Form 4

NAME AND ADDRESS OF REPORTING PERSON
Hersman Deborah

LAST NAME
FIRST NAME
MIDDLE NAME

5521 HELLYER AVENUE

SAN JOSE CA 95138

STATE \ CITY \ ZIP

ISSUER NAME AND Ticker OR TRADING SYMBOL
Velodyne Lidar, Inc. [ VLDR ]

DATE OF EARLIEST TRANSACTION
03/15/2021

RELATIONSHIP OF REPORTING PERSON(S) TO ISSUER
Director

FORM FILED BY ONE REPORTING PERSON

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 4, 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>03/15/2021</td>
<td></td>
<td>A</td>
<td>9,386</td>
<td>9,386</td>
<td>Common Stock</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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<tbody>
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<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. 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 RSU shall vest with respect to 1/3rd of the RSUs annually after March 15, 2021, provided the Reporting Person remains in continuous service on each vesting date.

/s/ Karen Skelton, Attorney-in-Fact
03/17/2021

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).


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.