

| 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*<br><u>Hall David S.</u> |                |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>Velodyne Lidar, Inc. [ VLDR ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) _____ Other (specify below) _____ |  |  |  |
| (Last)   | (First)        | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/14/2021</u>               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person             |  |  |  |
| <u>40 NORTH HILL COURT</u>                                       |                |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  |  |   |  |  |  |
| (Street)   | <u>OAKLAND</u> | <u>CA</u> | <u>94618</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                    |                                      |  |                                |   |   |            |                       | 59,244,378  | D  |   |
| Common Stock <sup>(1)</sup>     | 07/14/2021                           |  | M <sup>(2)</sup>               |   | 7,344 <sup>(2)</sup>  | A          | \$0.00 <sup>(2)</sup> | 5,470,753   | I  | By Wife   |
| Common Stock                    | 07/14/2021                           |  | S <sup>(3)</sup>               |   | 5,930   | D          | \$9.23                | 5,464,823   | 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                      | (4)  | 07/14/2021                           |  | M                              |   |  | 7,344 | (5)  | (5)             | Common Stock  | 7,344                                      | \$0.00   | 80,790  | I  | By wife |

Explanation of Responses:

- The Reporting Person's wife, 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's wife 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 include shares required to be sold by the Reporting Person's wife 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 wife'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's wife.
- The Reporting Person's wife 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., VL Merger Sub Inc., a Delaware corporation, and Velodyne Lidar, Inc., a Delaware corporation now known as Velodyne Lidar USA, Inc. The Reporting Person's wife received RSUs in exchange for restricted stock units in Velodyne Lidar USA, Inc.
- The Reporting Person's wife was granted 117,512 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 (March 31, June 30, September 30 and December 31).

Remarks:

/s/ David S. Hall 07/20/2021

\*\* 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.