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

| Code | V | A | D | E | F | G | H | I | J | K | L | M | N | O | P | Q | R | S | T | U | V | W | X | Y | Z |
| A | 09/29/2020 | 297,860 | 74,465 | 223,395 | 446,791 | 893,582 |
| B | 09/29/2020 | 74,465 | 3235-0287 | 1,116,978 |

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

| Code | V | A | D | E | F | G | H | I | J | K | L | M | N | O | P | Q | R | S | T | U | V | W | X | Y | Z |
| A | 09/29/2020 | 297,860 | 74,465 | 223,395 | 446,791 | 893,582 |
| B | 09/29/2020 | 74,465 | 3235-0287 | 1,116,978 |

Explanation of Responses:

1. 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"), Velodyne Lidar USA, Inc. ("Velodyne Lidar USA"), and Velodyne Lidar, Inc., a Delaware corporation now known as Velodyne Lidar USA, Inc., the Reporting Person received restricted stock units in New Velodyne (the "RSUs") in exchange for restricted stock units in Velodyne Lidar USA, Inc., the Reporting Person's parent company.

2. The RSUs were received in exchange for 100,000 restricted stock units in Velodyne Lidar USA, Inc. 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.

3. The liquidity-event requirement is expected to be satisfied or deemed satisfied by the Board of Directors of Velodyne Lidar USA, Inc., and with respect to 25% of the RSUs when the Reporting Person completed one year of continuous service through the one-year anniversary of July 2, 2020, and with respect to 6.25% of the RSUs when the Reporting Person completed three (3) months of continuous service thereafter, provided that the Reporting Person remains in continuous service on such date.

4. The RSUs were received in exchange for 25,000 restricted stock units in Velodyne Lidar USA, Inc. 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 is expected to be satisfied or deemed satisfied by the Board of Directors of Velodyne Lidar USA, Inc. in connection with the Merger.

5. The Stock Option was received in exchange for an option to purchase 20,000 shares of common stock of Velodyne Lidar USA, Inc. in connection with the Merger. The Stock Option shall vest with respect to the first 25% of the Shares on the one-year anniversary of December 27, 2026, and with respect to an additional 25% of the Shares subject to the Stock Option when the Options are vested.

6. The RSUs were received in exchange for 25,000 restricted stock units in Velodyne Lidar USA, Inc. 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.

7. The RSUs were received in exchange for 75,000 restricted stock units in Velodyne Lidar USA, Inc. 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 is expected to be satisfied or deemed satisfied by the Board of Directors of Velodyne Lidar USA, Inc. in connection with the Merger.

8. The Stock Option was received in exchange for an option to purchase 20,000 shares of common stock of Velodyne Lidar USA, Inc. in connection with the Merger. The Stock Option shall vest with respect to the first 25% of the Shares on the one-year anniversary of December 27, 2026, and with respect to an additional 25% of the Shares subject to the Stock Option when the Options are vested.
8. The RSUs were received in exchange for 50,000 restricted stock units in Velodyne Lidar USA, Inc. 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 is expected to be satisfied or deemed satisfied by the Board of Directors of New Velodyne in calendar year 2020 and the service-based requirement will be satisfied with respect to 25% of the RSUs when the Reporting Person remains in continuous service through the one-year anniversary of February 22, 2019 and with respect to 6.25% of the RSUs when the Reporting Person completes 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.

9. The RSUs were received in exchange for 25,000 restricted stock units in Velodyne Lidar USA, Inc. 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 is expected to be satisfied or deemed satisfied by the Board of Directors of New Velodyne in calendar year 2020 and the service-based requirement will be satisfied with respect to 25% of the RSUs when the Reporting Person remains in continuous service through the one-year anniversary of July 8, 2019 and with respect to 6.25% of the RSUs when the Reporting Person 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.

10. The promotion restricted stock units (“Promotion RSUs”) were received in exchange for 300,000 promotion restricted stock units of Velodyne Lidar USA, Inc. in connection with the Merger. Subject to the satisfaction of both a liquidity event requirement and service-based requirement, each Promotion RSU represents the right to receive one share of common stock. The liquidity-event requirement is expected to be satisfied or deemed satisfied in calendar year 2020 and the service-based requirement is expected to be satisfied with respect to 58.33% of the Promotion RSUs if the Reporting Person remains in continuous service through the satisfaction of the liquidity-event requirement (such date, the “Initial Vesting Date”), and in installments with respect to the remaining Promotion RSUs when the Reporting Person completes each of the next seven (7) successive three-month periods of continuous service, subject to acceleration upon a qualifying involuntary termination of employment.

11. The performance restricted stock units (“Performance RSUs”) were received in exchange for 375,000 performance restricted stock units of Velodyne Lidar USA, Inc. 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 is expected to be satisfied or deemed satisfied by the Board of Directors of New Velodyne in calendar year 2020 and the service-based requirement is expected to be satisfied with respect to 58.33% of the Performance RSUs if the Reporting Person remains in continuous service through the satisfaction of the liquidity-event requirement (such date, the “Initial Vesting Date”), and in installments with respect to the remaining Performance RSUs when the Reporting Person completes each of the next seven (7) successive three-month periods of continuous service, subject to acceleration upon a qualifying involuntary termination of employment.

12. The Stock Option was received in exchange for an option to purchase 150,000 shares of common stock of Velodyne Lidar USA, Inc. in connection with the Merger. The Stock Option shall vest with respect to 25% of the Shares on the one-year anniversary of January 1, 2020 and in equal monthly installments over the following 36 months of continuous service thereafter, provided, that the Reporting Person remains in continuous service on such vesting date. The Stock Option 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.

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.