

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>Gopalan Anand</u>  (Last) (First) (Middle) 5521 HELLYER AVENUE  (Street) SAN JOSE CA 95138  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 10/02/2020	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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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					
Restricted Stock Unit	(1)	09/29/2020		A		293,782		(2)	03/22/2024	Common Stock 293,782 <sup>(14)</sup>	\$0.00	293,782	D	
Restricted Stock Unit	(1)	09/29/2020		A		73,445		(3)	10/03/2024	Common Stock 73,445 <sup>(14)</sup>	\$0.00	73,445	D	
Restricted Stock Unit	(1)	09/29/2020		A		220,336		(4)	02/07/2025	Common Stock 220,336 <sup>(14)</sup>	\$0.00	220,336	D	
Stock Option (right to buy)	\$6.1542	09/29/2020		A		146,890		(5)	03/22/2027	Common Stock 146,890 <sup>(14)</sup>	\$0.00	146,890	D	
Restricted Stock Unit	(1)	09/29/2020		A		73,445		(6)	10/08/2025	Common Stock 73,445 <sup>(14)</sup>	\$0.00	73,445	D	
Restricted Stock Unit	(1)	09/29/2020		A		220,336		(7)	11/25/2025	Common Stock 220,336 <sup>(14)</sup>	\$0.00	220,336	D	
Restricted Stock Unit	(1)	09/29/2020		A		146,891		(8)	03/14/2026	Common Stock 146,891 <sup>(14)</sup>	\$0.00	146,891	D	
Restricted Stock Unit	(1)	09/29/2020		A		73,445		(9)	12/04/2026	Common Stock 73,445 <sup>(14)</sup>	\$0.00	73,445	D	
Restricted Stock Unit (Promotion)	(1)	09/29/2020		A		881,346		(10)	05/28/2027	Common Stock 881,346 <sup>(14)</sup>	\$0.00	881,346	D	
Restricted Stock Unit (Performance)	(1)	09/29/2020		A		1,101,683		(11)	(11)	Common Stock 1,101,683 <sup>(14)</sup>	\$0.00	1,101,683	D	
Stock Option (right to buy)	\$5.7321	09/29/2020		A		440,673		(12)	05/28/2030	Common Stock 440,673 <sup>(14)</sup>	\$0.00	440,673	D	
Restricted Stock Unit	(1)	09/29/2020		A		55,671		(13)	09/28/2027	Common Stock 55,671 <sup>(14)</sup>	\$0.00	55,671	D	

Explanation of Responses:

- 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 restricted stock units in New Velodyne (the "RSUs") in exchange for restricted stock units in Velodyne Lidar USA, Inc.
- 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. The liquidity-event requirement was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement will be or, as applicable, was satisfied with respect to 25% of the RSUs when the Reporting Person remains or, as applicable, remained in continuous service through the one-year anniversary of June 27, 2026 and with respect to 6.25% of the RSUs when the Reporting Person completes each three (3) months of continuous service thereafter, provided that the Reporting Person remains in continuous service on such date.
- 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 was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement will be or, as applicable, was satisfied with respect to 25% of the RSUs the one-year anniversary of June 27, 2026 and with respect to 6.25% of the RSUs when the Reporting Person completes or, as applicable, completed each three (3) months of continuous service thereafter.
- The RSUs were received in exchange for 75,000 RSUs 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 was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement will be or, as applicable, was satisfied with respect to 25% of the RSUs when the Reporting Person remains or, as applicable, remained in continuous service through the one-year anniversary of June 27, 2026 and with respect to 6.25% of the RSUs when the Reporting Person completes or, as applicable, completed each three (3) months of continuous service thereafter.
- The Stock Option was received in exchange for an option to purchase 50,000 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 June 27, 2016 and with respect to an additional 6.25% of the Shares subject to the Stock Option when the Optionee completes each successive three-month period of continuous Service thereafter, provided, that the Reporting Person remains in continuous service on such vesting date. The Shares subject to the Stock Option are now fully vested.
- 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 was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement will be or was satisfied with respect to 25% of the RSUs when the Reporting Person remained in continuous service through the one-year anniversary of September 29, 2018 and with respect to 6.25% of the RSUs when the Reporting Person completes or 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.
- 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 was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement will be or was satisfied with respect to 25% of the RSUs when the Reporting Person remained in continuous service through the one-year anniversary of November 26, 2018 and with respect to 6.25% of the RSUs when the Reporting Person completes or 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.

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 was deemed satisfied by the Board of Directors of New Velodyne in October 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 was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement will be satisfied with respect to 25% of the RSUs will vest on 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 was deemed satisfied by the Board of Directors of New Velodyne in October 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 was deemed satisfied by the Board of Directors of New Velodyne in October 2020 and the service-based requirement if the Reporting Person remains in continuous service through January 1, 2023 (the "Performance RSU Vesting Date"). The portion of the Performance RSUs that will become vested on the Performance RSU Vesting Date shall be determined based on the closing price of the common stock on the trading day prior to the Performance RSU Vesting Date.

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.

13. Subject to the satisfaction of a service-based requirement, each RSU represents the right to receive one share of common stock. The service-based requirement will be satisfied with respect to 100% of the RSUs if the Reporting Person remains in continuous service through March 29, 2021.

14. On October 2, 2020, the Reporting Person filed a Form 4 (the "Prior Report") that inadvertently included the incorrect option exercise prices and total number of RSUs and options granted. The Reporting Person is filing this amended Form 4 to correct the option exercise prices and number of RSUs and options subject to the previously reported grant(s) and to report a single additional RSU grant that was unintentionally omitted from the Prior Report.

/s/ Karen Skelton, Attorney-in-  
Fact 12/23/2020

\*\* 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.**