

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>McBeath Kathryn</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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Chief People Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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</u>	<u>CA</u>	<u>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	11/10/2021		M ⁽¹⁾		17,423	A	(1)	19,503	D	
Common Stock	11/11/2021		S ⁽²⁾		6,115	D	\$6.91	13,388	D	

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						Amount or Number of Shares
Restricted Stock Unit	(3)	11/10/2021		M			15,000	(3)	(3)	Common Stock	15,000	\$0	45,000	D	
Restricted Stock Unit	(4)	11/10/2021		M			2,423	(4)	(4)	Common Stock	2,423	\$0	16,962	D	

Explanation of Responses:

- 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 November 10, 2021.
- The sales reported on this Form 4 represent 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.
- 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 25% of the RSUs when the Reporting Person remains in continuous service through the one-year anniversary of October 30, 2020 and with respect to 6.25% of the RSUs when the Reporting Person completes each three (3) months of continuous service thereafter.
- 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 over a two-year period in equal quarterly installments from July 18, 2021, subject to the Reporting Person's continuous service with the issuer.

Remarks:

/s/ Tracey Mastropolo,
Attorney-in-Fact

11/12/2021

** 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.