

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): August 8, 2022

VELODYNE LIDAR, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)  
  
5521 Hellyer Avenue  
San Jose, California  
(Address of principal executive offices)

001-38703  
(Commission  
File Number)

83-1138508  
(IRS Employer  
Identification No.)

95138  
(Zip Code)

(669) 275-2251  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value	VLDR	The Nasdaq Stock Market LLC
Warrants, each exercisable for three-quarters of one share of common stock	VLDRW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).  
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02. Results of Operations and Financial Condition.**

On August 8, 2022, Velodyne Lidar, Inc. (the "Company" or "Velodyne") issued a press release reporting its financial results for the quarter ended June 30, 2022. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 2.02 and the exhibit hereto are "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of such section nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
<a href="#">99.1</a>	Press Release Issued by the Company on August 8, 2022 (earnings)
104	Cover Page Interactive Data File (formatted as Inline XBRL).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VELOCITY LIDAR, INC.**

DATE: August 8, 2022

By: /s/ Mark Weinswig  
Mark Weinswig  
Chief Financial Officer

**Velodyne Lidar Reports Second Quarter 2022 Financial Results**  
**- Revenue of \$11.5 million and billings of \$12.5 million**

**SAN JOSE – August 8, 2022** – Velodyne Lidar, Inc. (NASDAQ: VLDR, VLDRW), a leading lidar company known worldwide for its broad portfolio of breakthrough lidar technologies, today announced financial results for its second quarter, which ended June 30, 2022.

“We saw strong customer traction in the second quarter across all three of our target markets: industrial and robotics, intelligent infrastructure and autonomous vehicles,” said Dr. Ted Tewksbury, CEO of Velodyne Lidar. “Thanks to solid execution by our operations team, we delivered sequential revenue growth in the face of continuing supply chain headwinds.

“We remain intensely focused on our dual goals of delivering intelligent vision solutions to our customers while scaling lidar into a profitable growth business with attractive shareholder returns,” said Dr. Tewksbury. “With our growth strategy defined and well underway, we are executing on several initiatives to expand gross margin and reduce costs. These actions are necessary to align our expense structure with current revenue expectations over the next 4 to 6 quarters. In parallel, we are investing selectively in strategic products that will be key to our long-term objectives.”

**Second Quarter 2022 Financial Summary**

- Total revenue was approximately \$11.5 million and includes an approximately \$1.0 million impact of the Amazon warrant. This compares with total revenue of \$6.2 million, which included a \$5.3 million impact of the Amazon warrant, in the prior quarter.
  - Total product revenue was \$9.7 million. This compares with \$4.4 million, which included a \$5.3 million impact of the Amazon warrant, in the first quarter of 2022.
  - License and services revenue was \$1.9 million, compared with \$1.8 million in the first quarter of 2022.
- Billings were \$12.5 million, compared with \$11.5 million in the first quarter of 2022. Billings continue to be impacted by supply chain constraints, which were partially mitigated by price increases.
- GAAP gross loss was \$7.1 million. This compares with a GAAP gross loss of \$9.3 million in the first quarter of 2022. The second quarter gross loss was negatively impacted by \$2.2 million from the discontinuation of a product line.
- Non-GAAP gross loss was \$4.2 million. This compares with a non-GAAP gross loss of \$8.8 million in the first quarter of 2022.
- GAAP operating expenses were \$37.5 million, compared with \$39.6 million in the first quarter of 2022.
- Non-GAAP operating expenses were \$31.8 million, compared with \$35.1 million in the first quarter of 2022. The reduction was partially due to initial cost containment strategies implemented during the quarter.
- GAAP net loss was \$44.3 million, \$(0.22) per share. This compares with a GAAP net loss of \$49.1 million, or \$(0.25) per share in the first quarter of 2022.

- Non-GAAP net loss was \$35.7 million, or \$(0.18) per share. This compares with a non-GAAP net loss of \$44.0 million, or \$(0.22) per share in the first quarter of 2022.
- The Company had \$229.2 million in cash and short-term investments at June 30, 2022, compared with \$256.4 million at March 31, 2022.

A reconciliation between historical GAAP and non-GAAP information is provided in the tables below.

#### **Third Quarter 2022 Outlook**

“We entered the third quarter with robust demand. Once again, however, supply constraints challenge our ability to fulfill this demand,” said Dr. Tewksbury. “Due to these continuing external factors, we expect billings to be between \$10 million and \$12 million and revenue to be between \$8 million and \$11 million. The difference is due to estimated non-cash contra revenue of between \$1 million and \$2 million related to the Amazon warrants.”

#### **Recent Corporate Highlights**

- Boston Dynamics, a global robotics market leader, selected Velodyne’s high performance sensors to enhance and extend the capabilities of their automated, highly mobile robots.
- Helsinki, Finland, selected Velodyne’s Intelligent Infrastructure Solution (IIS) for their traffic safety improvement project.
- Velodyne’s IIS won the Geobuiz Summit Award for excellence in the Mapping Technology category. The Geobuiz Summit is held by Geospatial World, a premier media outlet that advances geospatial knowledge in the world economy and society.
- Elected Andy Mattes, former CEO of Coherent, Inc., and former CEO of Diebold Nixdorf, to the Board of Directors.
- Strengthened the leadership team with appointment of Mark Weinswig as Chief Financial Officer.

#### **Conference Call Information**

Velodyne will host a conference call and live webcast for analysts and investors at 1:30 p.m. Pacific Time / 4:30 p.m. Eastern Time today, August 8, 2022. Participants in the United States and Canada can access the call by dialing 844-890-1797 or 412-317-5487. The live and recorded webcast will be accessible on Velodyne’s investor relations website at [here](#). A telephonic replay of the conference call will be available through August 22, 2022. To access the replay, parties in the United States and Canada should call or 412-317-0088 and entering the passcode 1217170.

#### **Billings Metric**

The second quarter of 2022 includes the accounting for the warrants associated with the Amazon agreement that was announced on February 4, 2022. The primary impact for the accounting of the Amazon warrants is that reported revenues will diverge from cash flow.

As a result, Velodyne is expanding the financial information it will report to provide more perspective on the company’s underlying business performance by including a billings metric. Billings represents the dollar value of products and services provided during the current period and invoiced to the customer.

Management uses this metric to track commercial growth, establish performance targets, and make budgeting and operating decisions. Billings does not include the effect of the contra revenue associated with the Amazon warrants.

#### **Non-GAAP Financial Measures**

In addition to our results determined in accordance with generally accepted accounting principles in the United States (GAAP), we believe the non-GAAP measures of non-GAAP gross profit (loss), non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating loss, non-GAAP net loss, and non-GAAP net loss per share are useful in evaluating our operating performance. Certain of these non-GAAP measures exclude a discontinued product line, stock-based compensation and related employer payroll taxes, litigation settlements and amortization of acquisition-related intangibles assets. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance and assists in comparisons with other companies, some of which use similar non-GAAP information to supplement their GAAP results. The non-GAAP financial information is presented for supplemental informational purposes only and should not be considered a substitute for financial information presented in accordance with GAAP, and may be different from similarly-titled non-GAAP measures used by other companies. Reconciliation tables of the most comparable GAAP financial measures to the non-GAAP financial measures are used in this press release.

#### **Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding our financial outlook and market positioning. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate", "estimate", "expect", "project", "plan", "intend", "believe", "may", "will", "should", "can have", "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including: the impact on our operations and financial condition from the effects of the current COVID-19 pandemic both on Velodyne's business and those of its customers and suppliers; supply chain issues in the semiconductor market; Velodyne's ability to execute its business plan; the timing of revenue from existing customers, including uncertainties related to the ability of Velodyne's customers to commercialize their products and the ultimate market acceptance of these products; uncertainties related to Velodyne Lidar's estimates of the size of the markets for its products and future revenue opportunities, including projects that are not yet signed or awarded; charges related to the vesting of the Amazon Warrant; the rate and degree of market acceptance of Velodyne Lidar's products in a variety of industries; the success of other competing lidar and sensor-related products and services that exist or may become available; rising costs adversely affecting Velodyne's profitability; uncertainties related to Velodyne Lidar's current litigation and potential litigation involving Velodyne Lidar or the validity or enforceability of Velodyne Lidar's intellectual property; Velodyne Lidar's ability to partner

with and rely on third party manufacturers; general economic and market conditions impacting demand for Velodyne Lidar's products and services; and changes in applicable laws or regulations.

Given these factors, as well as other variables that may affect Velodyne Lidar's operating results, you should not rely on forward-looking statements, assume that past financial performance will be a reliable indicator of future performance, or use historical trends to anticipate results or trends in future periods. The forward-looking statements included in this press release relate only to events as of the date hereof. Velodyne Lidar undertakes no obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

**About Velodyne Lidar, Inc.**

Velodyne Lidar (Nasdaq: VLDR, VLDRW) ushered in a new era of autonomous technology with the invention of real-time surround view lidar sensors. Velodyne, the global leader in lidar, is known for its broad portfolio of breakthrough lidar technologies. Velodyne's revolutionary sensor and software solutions provide flexibility, quality and performance to meet the needs of a wide range of industries, including autonomous vehicles, advanced driver assistance systems (ADAS), robotics, unmanned aerial vehicles (UAV), smart cities and security. Through continuous innovation, Velodyne strives to transform lives and communities by advancing safer mobility for all. For more information, visit [www.velodynelidar.com](http://www.velodynelidar.com).

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**VELOCITY LIDAR, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands)  
(Unaudited)

	June 30, 2022	December 31, 2021
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 77,024	\$ 24,064
Short-term investments	152,185	270,357
Accounts receivable, net	7,085	8,881
Inventories, net	13,467	9,299
Prepaid and other current assets	9,545	14,822
Total current assets	259,306	327,423
Property, plant and equipment, net	13,603	14,710
Operating lease right-of-use (ROU) assets	16,557	16,891
Goodwill	1,189	1,189
Intangible assets, net	448	724
Contract assets	9,182	12,962
Other assets	1,557	1,522
Total assets	<u>\$ 301,842</u>	<u>\$ 375,421</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 8,445	\$ 5,105
Accrued expense and other current liabilities	28,133	33,028
Operating lease liabilities, current	2,896	2,623
Contract liabilities, current	5,347	6,348
Total current liabilities	44,821	47,104
Operating lease liabilities, non-current	14,646	15,210
Contract liabilities, non-current	10,740	12,740
Long-term tax liabilities	449	443
Other long-term liabilities	988	661
Total liabilities	71,644	76,158
Commitments and contingencies		
Stockholders' equity:		
Preferred stock	—	—
Common stock	22	20
Additional paid-in capital	851,132	825,988
Accumulated other comprehensive loss	(1,203)	(412)
Accumulated deficit	(619,753)	(526,333)
Total stockholders' equity	230,198	299,263
Total liabilities and stockholders' equity	<u>\$ 301,842</u>	<u>\$ 375,421</u>



**VELOCITY LIDAR, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except share and per share data)  
(Unaudited)

		Three Months Ended			June
		June 30, 2022	March 31, 2022	June 30, 2021	June
Revenue:					
	Product	\$ 9,652	\$ 4,362	\$ 11,970	\$
services	License and	1,855	1,818	1,626	
	Total	11,507	6,180	13,596	
revenue:					
Cost of					
	Product	18,347	15,196	19,210	
services	License and	257	267	170	
	Total cost of	18,604	15,463	19,380	
revenue	Gross loss	(7,097)	(9,283)	(5,784)	
expenses:					
Operating					
development	Research and	18,757	21,297	17,009	
marketing	Sales and	5,340	6,005	47,176	
administrative	General and	13,430	12,317	19,133	
	Total	37,527	39,619	83,318	
operating expenses	Operating	(44,624)	(48,902)	(89,102)	
loss	Interest income	294	227	109	
	Interest expense	—	(3)	(41)	
	Other income	(110)	4	10,136	
(expense), net	Loss before	(44,440)	(48,674)	(78,898)	
income taxes	Provision for	(141)	447	339	
(benefit from) income taxes	Net loss	\$ (44,299)	\$ (49,121)	\$ (79,237)	\$
	Net loss per				
share:	Basic and	\$ (0.22)	\$ (0.25)	\$ (0.41)	\$
diluted	Weighted-average shares used in				
	computing net loss per share:				
diluted	Basic and	198,947,058	198,166,060	193,002,807	

**VELOCITYNE LIDAR, INC. AND SUBSIDIARIES**  
**RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES**  
(In thousands, except share and per share data)  
(Unaudited)

		June 30, 2022	
<b>GAAP basis</b>	<b>Gross loss on</b>	\$	(7,097)
	<b>Gross margin</b>		%
<i>on GAAP basis</i>	Discontinued product line		(62)
	Stock-based compensation and related employer payroll taxes		2,151
<b>non-GAAP basis</b>	<b>Gross loss on</b>	\$	(4,179)
	<b>Gross margin</b>		%
<i>on non-GAAP basis</i>			(36)
<b>expenses on GAAP basis</b>	<b>Operating</b>	\$	37,527
	Stock-based compensation and related employer payroll taxes		(5,600)
	Legal settlements		—
	Amortization of acquisition-related intangible assets		(96)
<b>expenses on non-GAAP basis</b>	<b>Operating</b>	\$	31,831
<b>loss on GAAP basis</b>	<b>Operating</b>	\$	(44,624)
	Discontinued product line		2,151
	Stock-based compensation and related employer payroll taxes		6,367
	Legal settlements		—
	Amortization of acquisition-related intangible assets		96
<b>loss on non-GAAP basis</b>	<b>Operating</b>	\$	(36,010)
<b>(expense), net on GAAP basis</b>	<b>Other income</b>	\$	(110)
	Gain from forgiveness of PPP loan		—
<b>(expense), net on non-GAAP basis</b>	<b>Other income</b>	\$	(110)
<b>GAAP basis</b>	<b>Net loss on</b>	\$	(44,299)
	Discontinued product line		2,151
	Stock-based compensation and related employer payroll taxes		6,367
	Legal settlements		—
	Amortization of acquisition-related intangible assets		96
	Gain from forgiveness of PPP loan		—
<b>non-GAAP basis</b>	<b>Net loss on</b>	\$	(35,685)
<b>share on GAAP basis</b>	<b>Net loss per</b>		
	Basic and diluted	\$	(0.22)
<b>average shares on GAAP basis</b>	<b>Weighted-</b>		
	Basic and diluted		198,947,058
<b>share on non-GAAP basis</b>	<b>Net loss per</b>		
	Basic and diluted	\$	(0.18)
<b>average shares on non-GAAP basis</b>	<b>Weighted-</b>		
	Basic and diluted		198,947,058