

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Frykman Sally</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Marketing Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2021</u>	
(Last) (First) (Middle) <u>5521 HELLYER AVENUE</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
(Street) <u>SAN JOSE CA 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	10/13/2021		M <sup>(1)</sup>		3,117	A	(1)	41,748	D	
Common Stock	10/13/2021		S <sup>(2)</sup>		1,108	D	\$6.36	40,640	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						Title
Restricted Stock Unit	(3)	10/13/2021		M			918	(4)	(4)	Common Stock	918	\$0	3,673	D	
Restricted Stock Unit	(3)	10/13/2021		M			398	(5)	(5)	Common Stock	398	\$0	3,975	D	
Restricted Stock Unit	(3)	10/13/2021		M			1,439	(6)	(6)	Common Stock	1,439	\$0	14,386	D	
Restricted Stock Unit	(3)	10/13/2021		M			362	(7)	(7)	Common Stock	362	\$0	4,705	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 October 13, 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 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. ("New Velodyne"), VL Merger Sub Inc., a Delaware corporation, and Velodyne Lidar, Inc., a Delaware corporation now known as Velodyne Lidar USA, Inc.
- 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 November 26, 2018 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 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 March 11, 2020 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 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 March 11, 2020 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 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 on each company quarterly vesting dates after January 25, 2021, provided the Reporting Person remains in continuous service on each vesting date. Quarterly vesting dates are March 31, June 30, September 30 and December 31.

Remarks:

/s/ Tracey Mastropalo - 10/15/2021  
Attorney-in-Fact  
 \*\* 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.

