

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hall Marta Thoma</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Marketing Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2020</u>			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		
5521 HELLYER AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/01/2020</u>					
(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 ⁽¹⁾	09/29/2020		A		5,935,865	A	(1)	5,935,865	D	
Common Stock ⁽²⁾	09/29/2020		A		59,770,524	A	(2)	59,770,524	I	By husband

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)	09/29/2020		A		73,445		(3)	03/22/2024	Common Stock	73,445 ⁽⁸⁾	\$0.00	73,445	D	
Restricted Stock Unit	(4)	09/29/2020		A		220,336		(4)	10/03/2024	Common Stock	220,336 ⁽⁸⁾	\$0.00	220,336	D	
Restricted Stock Unit	(5)	09/29/2020		A		102,823		(5)	03/14/2026	Common Stock	102,823 ⁽⁸⁾	\$0.00	102,823	D	
Restricted Stock Unit	(6)	09/29/2020		A		117,512		(6)	05/28/2027	Common Stock	117,512 ⁽⁸⁾	\$0.00	117,512	D	
Restricted Stock Unit	(7)	09/29/2020		A		7,793		(7)	09/28/2027	Common Stock	7,793 ⁽⁸⁾	\$0.00	7,793	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 shares of common stock in New Velodyne in exchange for 1,992,832 shares of common stock in Velodyne Lidar USA, Inc. On the effective date of the Merger, the closing price of New Velodyne common stock was \$24.75 per share.
- Represents shares received by the Reporting Person's husband, David S. Hall, in the Merger.
- The Reporting Person received restricted stock units ("RSUs") 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 when the Reporting Person remains or, as applicable, remained in continuous service through the one-year anniversary of March 23, 2016 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 received restricted stock units ("RSUs") 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, 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 23, 2016 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 received restricted stock units ("RSUs") in exchange for 35,000 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 February 22, 2019 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 received restricted stock units ("RSUs") in exchange for 40,000 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 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.
- 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.
- On October 1, 2020, the Reporting Person filed a Form 4 (the "Prior Report") that inadvertently included the incorrect total number of RSUs granted. The Reporting Person is filing this amended Form 4 to correct the number of RSUs 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.

