

Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to 14a-12 under the Securities Exchange Act of 1934  
Subject Company: Velodyne Lidar, Inc.  
Commission File No.: 001-38703

The following email was sent to employees of Ouster by Chief Executive Officer, Angus Pacala, on November 7, 2022.

**Email to Ouster Employees on Rush Street**

**From:** Angus Pacala  
**To:** [All.thing@ouster.io](mailto:All.thing@ouster.io)  
**When:** 6:30 AM ET

**Subject:** Announcement: Ouster's Proposed Merger with Velodyne

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Ouster team:

I am excited to share that this morning, we announced a proposal to merge with Velodyne in an all-stock transaction that is expected to drive significant value creation for Ouster as well as our customers, partners, and shareholders. **I want to say that again - this is a fantastic opportunity for Ouster, a great step for customers, and an important milestone for the entire lidar industry.**

The combination of Ouster and Velodyne is highly complementary. Our cutting-edge digital lidar technology, evidenced by strong unit economics and performance gains, combined with Velodyne's deep history and established global customer footprint, position the combined company to accelerate the adoption of lidar technology across fast-growing markets with a diverse set of customer needs.

Importantly, the proposed merger is expected to strengthen our financial position, enabling us to quickly scale and drive profitable and sustainable revenue growth. The combination is expected to meaningfully extend our cash runway, which is critical to our success.

**Key Strengths of the Combined Company:**

- Operational synergies across engineering, manufacturing, and general administration support an optimized cost-structure
- Robust product offerings, including verticalized software, to serve a broad set of customers
- Complementary customer base, partners, and distribution channels, coupled with reduced product costs and a robust roadmap, to accelerate lidar adoption across fast-growing end markets
- Extensive intellectual property portfolio with 173 granted and 504 pending patents, backed by over 20 years of combined experience in lidar technology innovation
- World-class leadership team to be led by Angus Pacala (myself) as CEO and Dr. Ted Tewksbury, Velodyne's CEO, as Executive Chairman of the Board of Directors

- Strong financial position with combined cash balance of approximately \$355 million as of September 30, 2022
- Compared to stand-alone cost structures as of September 30, 2022, annualized operating expenditure synergies of at least \$75 million expected to be realized within 9 months after transaction-close

**What's Next:** We will provide more information about the proposed merger in the following weeks and months, and additional insight into our combined company strategy following the closing of the proposed merger, which is expected to occur in the first half of 2023, subject to the satisfaction of customary closing conditions.

Until then, Ouster will continue to operate its business as usual as a separate and independent company. We remain focused on our mission to build a safer and more sustainable future through the adoption of digital lidar, delivering performant and affordable products to our customers, and executing on our roadmap.

- **Analyst Call:** Ouster and Velodyne will host a joint webcast at 8:30 a.m. ET on November 7th to discuss the proposed merger. The conference call will be available via a live webcast, and later as a replay on Ouster's [investor website](#).
- **Employee Town Hall:** Ouster will host a Town Hall tomorrow, November 8th at 8:30 a.m. PT, and again at 5:30 p.m. PT to discuss this news and answer questions.

**More Information:** Please see our [press announcement](#) in addition to the [Employee FAQ](#) for additional details on the proposed merger, or reach out to your manager with any additional questions.

This is an exciting time for Ouster! I am confident that we are on the right path. Let's stay focused!

Angus

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### **Cautionary Statement Regarding Forward-Looking Statements**

This document contains forward-looking statements within the meaning of the federal securities law. Such statements are based upon current plans, estimates and expectations of the management of Ouster and Velodyne that are subject to various risks and uncertainties that could cause actual results to differ materially from such statements. The inclusion of forward-looking statements should not be regarded as a representation that such plans, estimates and expectations will be achieved. Words such as "anticipate," "expect," "project," "intend," "believe," "may," "will," "should," "plan," "could," "continue," "target," "contemplate," "estimate," "forecast," "guidance," "predict," "possible," "potential," "pursue," "likely," and words and terms of similar substance used in connection with any discussion of future plans, actions or events identify forward-looking statements. All statements, other than historical facts, including statements regarding the expected timing of the closing of the proposed transaction; the ability of the parties to complete the proposed transaction considering the various closing conditions; the expected benefits of the proposed transaction; the cash position of the combined company; the competitive ability and position of the combined company; and any assumptions underlying any of the foregoing, are forward-looking statements. Important factors that could cause actual results to differ materially from Ouster's and Velodyne's plans, estimates or expectations could include, but are not limited to: (i) the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect Ouster's and Velodyne's businesses and the price of their

respective securities; (ii) uncertainties as to the timing of the consummation of the proposed transaction and the potential failure to satisfy the conditions to the consummation of the proposed transaction, including obtaining stockholder and regulatory approvals; (iii) the proposed transaction may involve unexpected costs, liabilities or delays; (iv) the effect of the announcement, pendency or completion of the proposed transaction on the ability of Ouster or Velodyne to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Ouster or Velodyne does business, or on Ouster's or Velodyne's operating results and business generally; (v) Ouster's or Velodyne's respective businesses may suffer as a result of uncertainty surrounding the proposed transaction and disruption of management's attention due to the proposed transaction; (vi) the outcome of any legal proceedings related to the proposed transaction or otherwise, or the impact of the proposed transaction thereupon; (vii) Ouster or Velodyne may be adversely affected by other economic, business, and/or competitive factors; (viii) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement and the proposed transaction; (ix) restrictions during the pendency of the proposed transaction that may impact Ouster's or Velodyne's ability to pursue certain business opportunities or strategic transactions; (x) the risk that Ouster or Velodyne may be unable to obtain governmental and regulatory approvals required for the proposed transaction, or that required governmental and regulatory approvals may delay the consummation of the proposed transaction or result in the imposition of conditions that could reduce the anticipated benefits from the proposed transaction or cause the parties to abandon the proposed transaction; (xi) risks that the anticipated benefits of the proposed transaction or other commercial opportunities may otherwise not be fully realized or may take longer to realize than expected; (xii) the impact of legislative, regulatory, economic, competitive and technological changes; (xiii) risks relating to the value of the Ouster shares to be issued in the proposed transaction; (xiv) the risk that integration of the proposed transaction post-closing may not occur as anticipated or the combined company may not be able to achieve the growth prospects and synergies expected from the proposed transaction, as well as the risk of potential delays, challenges and expenses associated with integrating the combined company's existing businesses; (xv) exposure to inflation, currency rate and interest rate fluctuations and risks associated with doing business locally and internationally, as well as fluctuations in the market price of Ouster's and Velodyne's traded securities; (xvi) the impact of the COVID-19 pandemic on Ouster's and Velodyne's business and general economic conditions; (xvii) the market for and adoption of lidar and related technology and the combined company's ability to compete in a market that is rapidly evolving and subject to technological developments; (xviii) the impact of cost increases and supply chain shortages in the components needed for the production of lidar products and related technology; and (xix) the unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Ouster's and Velodyne's response to any of the aforementioned factors. Additional factors that may affect the future results of Ouster and Velodyne are set forth in their respective filings with the United States Securities and Exchange Commission (the "SEC"), including each of Ouster's and Velodyne's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC, which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). See in particular Ouster's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 in Part I, Item 1A, "Risk Factors," as updated by Ouster's most recent Quarterly Report on Form 10-Q in Part II, Item 1A, "Risk Factors" and Velodyne's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, in Part I, Item 1A, "Risk Factors." The risks and uncertainties described above and in the SEC filings cited above are not exclusive and further information concerning Ouster and Velodyne and their respective businesses, including factors that potentially could materially affect their respective businesses, financial conditions or operating results, may emerge from time to time. Readers are urged to consider these factors carefully in evaluating these forward-looking statements, and not to place undue reliance on any forward-looking statements.

Any such forward-looking statements represent management's reasonable estimates and beliefs as of the date of this document. While Ouster and Velodyne may elect to update such forward-looking statements at some point in the future, they disclaim any obligation to do so, other than as may be required by law, even if subsequent events cause their views to change.

### **Additional Information**

In connection with the proposed transaction, Ouster and Velodyne plan to file with the SEC and mail or otherwise provide to their respective stockholders a joint proxy statement/prospectus regarding the proposed transaction (as amended or supplemented from time to time, the "Joint Proxy Statement/Prospectus"). INVESTORS AND OUSTER'S AND VELODYNE'S RESPECTIVE STOCKHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED BY EACH OF OUSTER AND VELODYNE WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE THEREIN BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION. Investors and stockholders will be able to obtain a free copy of the Joint Proxy Statement/Prospectus and other documents containing important information about Ouster and Velodyne, once such documents are filed with the SEC, from the SEC's website at [www.sec.gov](http://www.sec.gov). Ouster and Velodyne make available free of charge at [www.ouster.com](http://www.ouster.com) and [www.velodynelidar.com](http://www.velodynelidar.com), respectively (in the "Investors" section), copies of materials they file with, or furnish to, the SEC.

### **No Offer or Solicitation**

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

### **Participants in the Solicitation**

Ouster, Velodyne and their respective directors, executive officers and certain employees and other persons may be deemed to be participants in the solicitation of proxies from the stockholders of Ouster and Velodyne in connection with the proposed transaction. Securityholders may obtain information regarding the names, affiliations and interests of Ouster's directors and executive officers in Ouster's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which was filed with the SEC on February 28, 2022, and its definitive proxy statement for the 2022 annual meeting of stockholders, which was filed with the SEC on April 27, 2022. Securityholders may obtain information regarding the names, affiliations and interests of Velodyne's directors and executive officers in Velodyne's definitive proxy statement for the 2022 annual meeting of stockholders, which was filed with the SEC on April 29, 2022. Additional information regarding the interests of such individuals in the proposed transaction will be included in the Joint Proxy Statement/Prospectus relating to the proposed transaction when it is filed with the SEC. These documents (when available) may be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov), Ouster's website at [www.ouster.com](http://www.ouster.com) and Velodyne's website at [www.velodynelidar.com](http://www.velodynelidar.com).