

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 6)<sup>1</sup>

Velodyne Lidar, Inc.  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

92259F101  
(CUSIP Number)

JAMES MASETTI  
PILLSBURY WINTHROP SHAW PITTMAN LLP  
2550 Hanover Street  
Palo Alto, CA 94304  
(650) 233-4754

DAVID S. HALL  
MARTA THOMA HALL  
2517 Blanding Avenue  
Alameda, CA 94501  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 3, 2021  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON  DAVID S. HALL	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  60,033,854 <sup>(1)</sup>
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  43,244,378
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  60,033,854 <sup>(1)</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  30.3% <sup>(2)</sup>	
14	TYPE OF REPORTING PERSON  IN	

(1) Consists of (i) 43,244,378 Shares held directly by Mr. Hall and (ii) 16,789,476 Shares held by certain other stockholders over which, except under limited circumstances, Mr. Hall holds an irrevocable voting proxy.

(2) Percentage calculated based on 198,141,550 Shares outstanding on February 21, 2022, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2022.

1	NAME OF REPORTING PERSON  MARTA THOMA HALL	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  -0-
	9	SOLE DISPOSITIVE POWER  5,482,140 <sup>(1)</sup>
	10	SHARED DISPOSITIVE POWER  -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,482,140 <sup>(1)</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.8% <sup>(2)</sup>	
14	TYPE OF REPORTING PERSON  IN	

(1) Consists of (i) 5,435,865 Shares held directly by Mrs. Hall and (ii) 46,275 Shares underlying certain RSUs which have vested or will fully vest within 60 days of the date hereof. Mr. Hall holds a voting proxy over all such Shares.

(2) Percentage calculated based on 198,141,550 Shares outstanding on February 21, 2022, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2022.

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned (“Amendment No. 6”). This Amendment No. 6 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

Certain of the Shares held directly by Mr. and Mrs. Hall (and not beneficially owned through irrevocable proxies) were received 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 the Issuer (formerly known as Graf Industrial Corp.), VL Merger Sub Inc. and Velodyne Lidar USA, Inc. (formerly known as Velodyne Lidar, Inc., the “Predecessor Company”), through an exchange of shares held in the Predecessor Company. On the effective date of the Merger, the closing price of the Shares was \$24.75 per Share.

Mr. Hall received 208,847 Shares for no consideration as an inheritance.

Certain other Shares were acquired by Mrs. Hall in connection with her service as a director of the Issuer.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

Effective as of March 3, 2022, Mr. Hall agreed to cancel certain of the Proxy and Lock-Up Agreements entered into in connection with the Merger, except for certain Proxy and Lock-Up Agreement that reference an aggregate of 16,789,476 Shares held by certain other stockholders. The cancelled Proxy and Lock-Up Agreements reference an aggregate of 3,156,923 Shares, and therefore Mr. Hall is no longer deemed to beneficially own such Shares.

The Reporting Persons have sold and will continue to sell some or all of their Shares for liquidity purposes, subject to volume limitations under applicable law. To the extent the Reporting Persons remain significant holders of the outstanding Shares, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board of the Issuer, engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons’ investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition) or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in this Item.

Item 5. Interest in Securities of the Issuer.

Items 5 (a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each Reporting Person is based upon 198,141,550 Shares outstanding, as of February 21, 2022, which is the total number of Shares outstanding as reported in the Issuer’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2022.

A. Mr. Hall

- (a) As of the date hereof, Mr. Hall beneficially owned 60,033,854 Shares, consisting of (i) 43,244,378 Shares held directly by Mr. Hall and (ii) 16,789,476 Shares held by certain other stockholders over which, except under limited circumstances, Mr. Hall holds an irrevocable voting proxy.

Percentage: Approximately 30.3%

- (b) 1. Sole power to vote or direct vote: 60,033,854  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 43,244,378  
4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Mr. Hall during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. Mrs. Hall

- (a) As of the date hereof, Mrs. Hall beneficially owned 5,482,140 Shares, consisting of (i) 5,435,865 Shares owned directly by Mrs. Hall and (ii) 46,275 Shares underlying certain RSUs which have vested or will fully vest within 60 days of the date hereof. Mr. Hall holds an irrevocable voting proxy over all such Shares. The Shares reported below exclude the Shares held by her spouse, Mr. Hall.

Percentage: Approximately 2.8%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 5,482,140  
4. Shared power to dispose or direct the disposition: 0
- (c) Mrs. Hall has not entered into any transactions in the Shares during the past sixty days.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or she does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or she does not directly own.

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 7, 2022

/s/ David S. Hall

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DAVID S. HALL

/s/ Marta Thoma Hall

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MARTA THOMA HALL

**SCHEDULE A****Transactions in the Shares During the Past Sixty Days**

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<b><u>DAVID S. HALL</u></b>			
Sale of Common Stock	(6,000,000)	3.07 <sup>1</sup>	03/03/2022
Sale of Common Stock	(10,000,000)	2.5485 <sup>2</sup>	03/04/2022

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<sup>1</sup> Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$2.92 to \$3.46. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range

<sup>2</sup> Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$2.375 to \$2.9401. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range