

OMB APPROVAL	
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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 _____ X Officer (give title below) _____ Other (specify below) _____ Chief Marketing Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/13/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>5521 HELLYER AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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	07/13/2022		M ⁽¹⁾		3,115	A	(1)	440,894	D	
Common Stock	07/15/2022		S ⁽²⁾		1,179	D	\$0.9852	439,715	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)	07/13/2022		M			918	(4)	(4)	Common Stock	1,837	\$0	919	D	
Restricted Stock Unit	(3)	07/13/2022		M			397	(5)	(5)	Common Stock	3,180	\$0	2,783	D	
Restricted Stock Unit	(3)	07/13/2022		M			1,438	(6)	(6)	Common Stock	11,509	\$0	10,071	D	
Restricted Stock Unit	(7)	07/13/2022		M			362	(7)	(7)	Common Stock	3,981	\$0	3,619	D	

Explanation of Responses:

- The Reporting Person was granted Restricted Stock Units ("RSUs") which represent a contingent right to receive one (1) share of Common Stock for each RSU. The shares were issued pursuant to vested RSUs released on July 13, 2022.
- 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., the Reporting Person received RSUs in New Velodyne in exchange for RSUs in Velodyne Lidar USA, Inc.
- The RSUs were received for five thousand (5,000) RSUs 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 (1) 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 twenty-five percent (25%) of the RSUs when the Reporting Person remains or, as applicable, remained in continuous service through the one-year anniversary of September 29, 2018 and with respect to six-and-one-quarter percent (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 exchange for two thousand one hundred sixty-five (2,165) RSUs 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 (1) 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 twenty-five percent (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 six-and-one-quarter percent (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 exchange for seven thousand eight hundred thirty-five (7,835) RSUs 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 (1) 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 twenty-five percent (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 six-and-one-quarter percent (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 RSUs which represent a contingent right to receive one (1) share of Common Stock for each RSU. The RSU shall vest with respect to twenty-five percent (25%) of the RSUs on each Company quarterly vesting dates after January 25, 2021, provided the Reporting Person remains in continuous service through on each vesting date. Quarterly vesting dates are March 31, June 30, September 30 and December 31.

Remarks:

/s/ Tracey Mastropoalo -
Attorney-in-Fact

07/15/2022

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.