

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Fisch Matthew</u> _____ (Last) (First) (Middle) <u>ONE PARK PLACE</u> <u>SUITE 200</u> _____ (Street) <u>DUBLIN CA 94568</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>AEye, Inc. [LIDR]</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) <p style="text-align: center;"><u>Chief Executive Officer</u></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2023</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					

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	02/13/2023		A		5,000,000 ⁽¹⁾	A	\$0	5,000,000	D	
Common Stock	02/13/2023		A		2,000,000 ⁽²⁾	A	\$0	7,000,000	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					

Explanation of Responses:

- Represents restricted stock units which convert into common stock on a one-for-one basis at vesting. The Reporting Person received an incentive award of 5,000,000 service-based restricted stock units ("RSUs") which will vest as follows: 500,000 on March 15, 2023, 1,125,000 on February 15, 2024, and then in equal quarterly installments over the next twelve (12) calendar quarters on the 15th day of the second month of each calendar quarter.
- Represents restricted stock units which convert into common stock on a one-for-one basis at vesting. The Reporting Person received a performance based award of 2,000,000 RSUs, which will vest quarterly over six (6) calendar quarters on the 15th day of the second month of each calendar quarter following the satisfaction of the Performance Condition (defined below). The Performance Condition will be satisfied if the closing price of the Company's common stock, as reported by NASDAQ (or other recognized national exchange on which the Company's common stock is then traded), meets or exceeds \$1.20 per share (adjusted for any stock splits or other corporate actions) for any ten (10) consecutive trading days prior to March 1, 2024 (the "Performance Condition"). If the Performance Condition is not satisfied, the performance based RSUs will be forfeited.

Remarks:

Andrew S. Hughes, by power of attorney 02/15/2023
filed herewith

** 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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Andrew S. Hughes, Siraj Husain, and Robert A. B:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of AEye, Inc. (the "Company") Fo:
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such :
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of be:

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing what

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of February, 2023.

/s/ Matthew Fisch
Matthew Fisch