

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

AEye, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

008183105

(CUSIP Number)

**Luis Dussan
c/o AEye, Inc.
One Park Place, Suite 200
Dublin, CA 94568
(925) 400-4366**

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

May 17, 2024

(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.

*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 Luis Dussan	
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 (<i>See Instructions</i>) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 341,765
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 341,765
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 341,765	
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) 5.16%¹	
14	TYPE OF REPORTING PERSON (<i>See Instructions</i>) IN	

¹ The beneficial ownership percentage is based on 6,629,728 shares of Common Stock issued and outstanding as of May 10, 2024 based on the Issuer's Quarterly Report on Form 10-Q filed on May 14, 2024.

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1	NAME OF REPORTING PERSON Luis Dussan Trust A U/A/D 5/18/2022	
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 (<i>See Instructions</i>) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 294,832
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 294,832
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 294,832	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	<i>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</i> 4.44%¹	
14	TYPE OF REPORTING PERSON (<i>See Instructions</i>) OO	

¹ The beneficial ownership percentage is based on 6,629,728 shares of Common Stock issued and outstanding as of May 10, 2024 based on the Issuer's Quarterly Report on Form 10-Q filed on May 14, 2024.

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1	NAME OF REPORTING PERSON Jennifer Dussan Trust A U/A/D 5/18/2022	
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 (<i>See Instructions</i>) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 36,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 36,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,000	
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) 0.05%¹	
14	TYPE OF REPORTING PERSON (<i>See Instructions</i>) OO	

¹ The beneficial ownership percentage is based on 6,629,728 shares of Common Stock issued and outstanding as of May 10, 2024 based on the Issuer's Quarterly Report on Form 10-Q filed on May 14, 2024.

AMENDMENT NO. 1 TO SCHEDULE 13D

This first amendment (the "Amendment No. 1") to the statements on Schedule 13D, which was originally filed with the Securities and Exchange Commission (the "SEC") on February 23, 2022 (the "Schedule 13D"), amends and supplements the Schedule 13D as specifically set forth herein.

All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D, as amended. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

On December 27, 2023, AEye, Inc. (the "Issuer") effected a 1-for-30 reverse stock split of its issued and outstanding shares of common stock, par value \$0.0001 per share (the "Common Stock") (the "Reverse Stock Split"), such that thirty (30) shares of issued and outstanding Common Stock were combined into one (1) share of Common Stock. We did not issue fractional shares in connection with the Reverse Stock Split. The holding of the Reporting Persons and other references to the Common Stock reported in this Amendment No. 1 reflect the Reverse Stock Split.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of Schedule 13D is supplemented and superseded, as the case may be, as follows:

The Schedule 13D is being filed by (i) Luis Dussan, (ii) Luis Dussan Trust A U/A/D 5/18/2022, and (iii) Jennifer Dussan Trust A U/A/D 5/18/2022 (collectively, the "Reporting Persons").

Mr. Dussan is the sole trustee of Luis Dussan Trust A U/A/D 5/18/2022 and the Jennifer Dussan Trust A U/A/D 5/18/2022. Mr. Dussan is no longer an employee of the Issuer. Mr. Dussan's principal occupation is a member of the board of directors of the Issuer.

Luis Dussan Trust A U/A/D 5/18/2022 is a trust established under the laws of California for the benefit of Luis Dussan and his immediate family members, and has an address of c/o AEye, Inc., One Park Place, Suite 200, Dublin, CA 94568. Its principal business is a trust for the purpose of holding certain assets.

Jennifer Dussan Trust A U/A/D 5/18/2022 is a trust established under the laws of California for the benefit of Jennifer Dussan and her immediate family members, and has an address of c/o AEye, Inc., One Park Place, Suite 200, Dublin, CA 94568. Its principal business is a trust for the purpose of holding certain assets.

Mr. Dussan is no longer an employee of the Issuer. Mr. Dussan's principal occupation is a member of the board of directors of the Issuer.

During the last five years, the Reporting Persons (i) have not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) have not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of Schedule 13D is supplemented and superseded, as the case may be, as follows:

On August 24, 2022, Mr. Dussan transferred his beneficial ownership of 610,555 shares of Common Stock to Luis Dussan Trust A U/A/D 5/18/2022 for no cash consideration. Immediately following the transfer, Mr. Dussan, as the sole trustee, held sole voting and dispositive control over the transferred shares of Common Stock.

On September 9, 2022, Mr. Dussan transferred beneficial ownership of 36,000 shares of Common Stock from the Luis Dussan Trust A U/A/D 5/18/2022 for no cash consideration to the Jennifer Dussan Trust A U/A/D 5/18/2022. Mr. Dussan, as the sole trustee, held sole voting and dispositive control over the transferred shares of Common Stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and restated as follows:

The information set forth in or incorporated by reference in Items 2 and 3 and on the cover pages of this Amendment No. 1 is incorporated by reference in its entirety into this Item 5.

(a) and (b) The following sets forth, as of the date of the Amendment No. 1, the aggregate number of shares of Common Stock and percentage of shares of Common Stock beneficially owned by Reporting Persons, as well as the number of shares of Common Stock as to which the Reporting Persons have the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 6,629,728 shares of Common Stock issued and outstanding as of May 10, 2024 based on the Issuer's Quarterly Report on Form 10-Q filed on May 14, 2024.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition	Shared power to dispose or to direct the disposition
Luis Dussan	341,765	5.16%	341,765	0	341,765	0
Luis Dussan Trust A U/A/D 5/18/2022	294,832	4.44%	0	294,832	0	294,832
Jennifer Dussan Trust A U/A/D 5/18/2022	36,000	0.05%	0	36,000	0	36,000

(c) The following table sets forth all transactions with respect to the Issuer's Common Stock during the past sixty days:

Seller	Date of Transaction	Nature of Transaction	Amount of Securities	Price Per Share	When and How the Transaction was Effected
Luis Dussan Trust A U/A/D 5/18/2022	05/17/2024	Sale of Common Stock	55,043	\$2.6100 (1)	Open Market Sale
Luis Dussan Trust A U/A/D 5/18/2022	05/20/2024	Sale of Common Stock	105,076	\$2.4056 (2)	Open Market Sale
Luis Dussan Trust A U/A/D 5/18/2022	05/21/2024	Sale of Common Stock	89,881	\$2.8768 (3)	Open Market Sale

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.60 to \$2.68, inclusive. The Reporting Persons hereby undertake, upon request, to provide full information to the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer regarding the number of shares and prices at which these transactions, and all other transactions reported in this Amendment No. 1, were effected.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.14 to \$2.57, inclusive. The Reporting Persons hereby undertake, upon request, to provide full information to the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer regarding the number of shares and prices at which these transactions, and all other transactions reported in this Amendment No. 1, were effected.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.42 to \$3.11, inclusive. The Reporting Persons hereby undertake, upon request, to provide full information to the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer regarding the number of shares and prices at which these transactions, and all other transactions reported in this Amendment No. 1, were effected.

(d) No person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

Exhibit 99.1 Joint Filing Agreement, dated May 21, 2024 by and among the Reporting Persons.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 21, 2024

/s/ Luis Dussan
Luis Dussan

Luis Dussan Trust A U/A/D 5/18/2022

Dated: May 21, 2024

By:
/s/ Luis Dussan
Luis Dussan
Title: Trustee

Jennifer Dussan Trust A U/A/D 5/18/2022

Dated: May 21, 2024

By:
/s/ Luis Dussan
Luis Dussan
Title: Trustee

JOINT FILING AGREEMENT

The undersigned hereby agree that this Statement on Schedule 13D, and any amendments thereto filed by any of us, including Amendment No. 1, with respect to the securities of AEye, Inc. described in this document, signed by each of the undersigned, shall be filed on behalf of each the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: May 21, 2024

/s/ Luis Dussan

Luis Dussan

Luis Dussan Trust A U/A/D 5/18/2022

Dated: May 21, 2024

By:

/s/ Luis Dussan

Luis Dussan

Title: Trustee

Jennifer Dussan Trust A U/A/D 5/18/2022

Dated: May 21, 2024

By:

/s/ Luis Dussan

Luis Dussan

Title: Trustee
