

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for
the purchase or sale of equity
securities of the issuer that is intended
to satisfy the affirmative defense
conditions of Rule 10b5-1(c). See
Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Tierney Conroy B</u>	<u>AEye, Inc.</u> [<u>LIDR</u>]	Director 10% Owner ☒ Officer (give title below) Other (specify below) Treasurer & CFO
(Last) (First) (Middle) <u>4670 WILLOW ROAD</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2026</u>	
(Street) <u>PLEASANTON CA 94588</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
(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	02/09/2026		A		208,713 ⁽¹⁾	A	\$0	377,397	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 Amount or Number of Shares				
Performance Stock Units	(2)	02/09/2026		A	208,713	(3) 12/31/2030	Common Stock 208,713	\$0	208,713	D	

Explanation of Responses:

1. Represents restricted stock units which convert into common stock on a one-for-one basis at vesting. The Reporting Person received a restricted stock unit award which vests as to 1/4th of the total shares on the 15th day of the second month of each calendar quarter for a period of four (4) calendar quarters beginning on February 15, 2026.

2. Each performance stock unit ("PSU") is the economic equivalent of a share of common stock and represents the right to receive one share of common stock at vesting, unless sufficient shares are not available in the Company's 2021 Equity Incentive Plan, in which case the PSUs will be settled in cash based on the 5-day trailing average closing price of the Company's stock.

3. The PSUs will incrementally vest when the Company's closing price, as reported on NASDAQ, based on a five-day trailing average: (i) meets or exceeds \$3.00 per share, as to one-third of the PSUs; (ii) meets or exceeds \$4.00 per share, as to one-third of the PSUs; and (iii) meets or exceeds \$5.00 per share, as to one-third of the PSUs. To the extent any PSUs have not vested by December 31, 2030, such PSUs shall be forfeited in their entirety.

/s/ Siraj Husain by power of attorney previously filed
02/11/2026
** 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.