

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 13, 2023**

AEYE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39699

(Commission File Number)

37-1827430

(IRS Employer Identification No.)

One Park Place, Suite 200, Dublin, California

(Address of principal executive offices)

94568

(Zip Code)

Registrant's telephone number, including area code: **(925) 400-4366**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, par value \$0.0001 per share | LIDR | The Nasdaq Stock Market LLC |
| Warrants to receive one share of Common Stock | LIDRW | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On March 15, 2022, AEye, Inc. (the “Company”) issued a press release announcing its financial results for the quarter and year ended December 31, 2022. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information provided in Item 2.02 of this Current Report on Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*Resignation of Robert A. Brown*

On March 13, 2023, Robert A. Brown, our Chief Financial Officer, Treasurer, and principal financial officer, notified us of his intent to resign from his employment with the Company, effective March 31, 2023, to accept a position at an employer in an industry unrelated to the Company’s business. Mr. Brown’s resignation did not result from any disagreement with the Company concerning any matter relating to the Company’s operations, policies, or practices.

Appointment of Conor B. Tierney

On March 14, 2023, the Company’s Board of Directors appointed Conor B. Tierney, age 45, as the Company’s interim Chief Financial Officer, Treasurer, and principal financial officer, effective March 31, 2023.

Mr. Tierney joined the Company as our Chief Accounting Officer in January 2022. Mr. Tierney has over 20 years of financial experience. Prior to joining us, Mr. Tierney served as the Head of Finance at Wing Aviation LLC, Alphabet Inc.’s drone delivery service from 2018 to 2021. Mr. Tierney also served in various positions at Glu Mobile Inc. (NASDAQ: GLUU), a free-to-play mobile gaming company, from 2009 to 2018, including as its Corporate Controller. Prior to Glu, Mr. Tierney served at Deloitte & Touche LLP in their Transactions Services Team from 2008 to 2009. During his career, Mr. Tierney also served as an auditor at Price Waterhouse LLP, where he focused primarily on semiconductor clients and initial public offerings from 2005 to 2007. He holds B.S. in Accounting from University College Cork, is an Irish Chartered Accountant, and is a Certified Public Accountant.

In conjunction with naming Mr. Tierney as the Company’s interim Chief Financial Officer, Treasurer, and principal financial officer, effective March 31, 2023, Mr. Tierney’s annual salary was increased to \$330,000, his annual bonus target was set at 65% of base salary, and he was awarded 1,000,000 restricted stock units pursuant to the Company’s 2021 Equity Incentive Plan, which will vest quarterly over three years commencing on May 15, 2023.

There is no arrangement or understanding between Mr. Tierney and any other person pursuant to which Mr. Tierney was to be selected as an officer of the Company that would require disclosure under Item 401(b) of Regulation S-K. Additionally, there is no family relationship between Mr. Tierney and any other person that would require disclosure under Item 401(d) of Regulation S-K. Mr. Tierney is not a party to any transactions that would require disclosure under Item 404(a) of Regulation S-K.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 99.1 | Press release dated March 15, 2023. |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AEye, Inc.

Dated: March 15, 2023

By: /s/ Andrew S. Hughes

Andrew S. Hughes

Senior Vice President, General Counsel & Corporate Secretary

AEYE REPORTS FOURTH QUARTER AND FULL YEAR 2022 RESULTS

Dublin, Calif. – March 15, 2023 — AEye, Inc. (Nasdaq: LIDR), a global leader in adaptive, high performance lidar solutions, today announced its results for the fourth quarter and full year ended December 31, 2022.

“In 2022, we made great strides in strengthening our platform and product portfolio to drive long-term growth,” said Matthew Fisch, Chief Executive Officer of AEye. “We are in the process of developing a strategic plan and timeline that builds on these significant achievements made to date. We will align our game-changing 4Sight™ platform with the best opportunities, and sequence them appropriately so that the entire organization is focused on a set of achievable objectives that will define success for AEye and its investors.”

Q4 2022 Financials

- Revenue of \$1.1 million in the fourth quarter of 2022.
- GAAP net loss was \$(23.7) million in the fourth quarter of 2022, or \$(0.15) per share based on 161.2 million weighted average common shares outstanding.
- Non-GAAP net loss was \$(17.5) million in the fourth quarter of 2022, or \$(0.11) per share based on 161.2 million weighted average common shares outstanding.
- Cash, cash equivalents, and marketable securities were \$94.2 million as of December 31, 2022.

Full Year 2022 Financials

- Revenue of \$3.6 million in the year ended December 31, 2022.
- GAAP net loss was \$(98.7) million in the year ended December 31, 2022, or \$(0.63) per share based on 157.4 million weighted average common shares outstanding.
- Non-GAAP net loss was \$(73.8) million in the year ended December 31, 2022, or \$(0.47) per share based on 157.4 million weighted average common shares outstanding.

Chief Financial Officer Transition

The company also announced today that Robert Brown, Chief Financial Officer and Treasurer of AEye, Inc., has indicated his intention to resign effective March 31, 2023 to pursue an opportunity outside of the lidar industry. Conor Tierney, the company's current Chief Accounting Officer, will be named as the interim Chief Financial Officer and Treasurer effective March 31, 2023. Mr. Tierney is a Certified Public Accountant and joined AEye from Alphabet Inc. in January 2022.

Conference Call and Webcast Details

AEye management will hold a conference call today, March 15, 2023, at 2:00 p.m. Pacific Time (5:00 p.m. Eastern Time) to discuss these results. AEye CEO Matthew Fisch and CFO Robert Brown will host the call, followed by a question-and-answer session.

The webcast and accompanying slides will be accessible via the company's website at <https://investors.aeye.ai/>.

The information will be available via:

- Conference call: <https://aeye.pub/41XWp9L>
- Webcast: <https://aeye.pub/3JpZzfm>

About AEye

AEye's unique software-defined lidar solution enables advanced driver-assistance, vehicle autonomy, smart infrastructure, logistics and off-highway applications that save lives and propel the future of transportation and mobility. AEye's 4Sight™ Intelligent Sensing Platform, with its adaptive sensor-based operating system, focuses on what matters most; delivering faster, more accurate, and reliable information. AEye's 4Sight™ products, built on this platform, are ideal for dynamic applications which require precise measurement imaging to ensure safety and performance. AEye has a global presence through its offices in Germany, Japan, Korea, and the United States.

Non-GAAP Financial Measures

The non-GAAP measures provided in this press release should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with generally accepted accounting principles (GAAP) in the United States. A reconciliation between GAAP and non-GAAP financial data is included in the supplemental financial data attached to this press release. Non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similarly titled measures presented by other companies. AEye considers these non-GAAP financial measures to be important because they provide additional insight into the Company's on-going performance. The Company provides this information to investors for a more consistent basis of comparison and to help investors evaluate the results of the Company's on-going operations, and to help enable more meaningful period-to-period comparison. Non-GAAP financial measures are presented only as supplemental information for the purpose of understanding the Company's operating results. The non-GAAP financial measures should not be considered a substitute for financial information presented in accordance with GAAP.

This presentation includes non-GAAP financial measures, including:

- Non-GAAP net loss which is defined as GAAP net loss plus stock-based compensation, plus expenses related to registrations on Form S-1/S-3, plus common stock purchase agreement costs, plus change in fair value of convertible note, embedded derivative and warrant liabilities, plus convertible note issuance costs, less the gain on PPP loan forgiveness; and
- Adjusted EBITDA which is defined as non-GAAP net loss plus amortization and depreciation expense, plus interest expense and other, less interest income and other, plus provision for income tax expense.

Forward-Looking Statements

Certain statements included in this press release that are not historical facts are forward-looking statements within the meaning of the federal securities laws, including the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995.

Forward-looking statements are sometimes accompanied by words such as “believe,” “continue,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “predict,” “plan,” “may,” “should,” “will,” “would,” “potential,” “seem,” “seek,” “outlook,” and similar expressions that predict or indicate future events or trends, or that are not statements of historical matters. Forward-looking statements are predictions, projections, and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Forward looking statements included in this press release include statements about AEye’s platform and product portfolio, the Company’s strategic plan, and the Company’s expected future growth, among others. These statements are based on various assumptions, whether or not identified in this press release. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by an investor as a guarantee, an assurance, a prediction, or a definitive statement of fact or probability. Actual events and circumstances are very difficult or impossible to predict and will differ from the assumptions. Many actual events and circumstances are beyond the control of AEye. Many factors could cause actual future events to differ from the forward-looking statements in this press release, including but not limited to: (i) the risks that AEye’s great strides in strengthening its platform and product portfolio in 2022 may not drive the long-term growth anticipated, or in the time frame anticipated, or at all; (ii) the risks that AEye’s strategic plan and timeline may not result in the benefits anticipated, or in the time frame anticipated; (iii) the risks that the best opportunities may not be available to AEye to capitalize upon as anticipated, or in the time frame anticipated; (iv) the risks that AEye may be unable to focus as anticipated on a set of achievable objectives, nor that such objectives, if achieved, will define success as anticipated, or at all, for AEye and its investors; (v) the risks that the appointment of Conor Tierney as interim Chief Financial Officer may not result in a seamless transition and cause unanticipated disruption among AEye, its employees, its customers, its vendors, and its other stakeholders; (vi) the risks that the traction gained by AEye to date may not translate into future growth, revenue, or profitability to the extent anticipated or in the time frame contemplated, or at all; (vii) the risks that AEye will be unable to strengthen its competitive position or deliver on its key objectives in 2023 due to supply chain disruptions, economic uncertainties, or otherwise; (viii) the risks that competing technologies will improve over time to become operationally equivalent or more cost-effective, or both, as compared to AEye’s product offering; (ix) the risks that competitors may introduce products with similar capabilities to AEye’s products and such competitive products are able to take some or all of the market share away from AEye; (x) the risks that AEye’s products will not meet the diverse range of performance and functional requirements of AEye’s target markets and customers; (xi) the risks that AEye’s products will not function as anticipated by AEye or by AEye’s target markets and customers; (xii) the risks that the size of the total available market for the use of lidar will be smaller than predicted or take longer to come to fruition than predicted; (xiii) the risk that laws and regulations are adopted impacting the use of lidar that AEye is unable to comply with, in whole or in part; (xiv) changes in competitive and regulated industries in which AEye operates, variations in operating performance across competitors, and changes in laws and regulations affecting AEye’s business; (xv) the risks that AEye may not continue to execute against its business plan to the extent anticipated, or at all; (xvi) the risks that AEye may be unable to deliver on the promise of SAE Level 4 autonomous driving, hub-to-hub autonomous trucking, or highway autopilot, to the extent anticipated, or at all; (xvii) the risks that lidar adoption occurs slower than anticipated or fails to occur at all; (xviii) the risks that AEye’s products will not function as anticipated by AEye, or by target markets and customers; (xix) the risks that AEye may not be in a position to adequately or timely address either the near or long-term opportunities that may or may not exist in the evolving autonomous transportation industry; (xx) the risks associated with changes in competitive and regulated industries in which AEye operates, variations in operating performance across competitors, and changes in laws and regulations affecting AEye’s business; (xxi) the risks that AEye is unable to adequately implement business plans, forecasts, and other expectations, and identify and realize additional opportunities; and (xxii) the risks of economic downturns and a changing regulatory landscape in the highly competitive and evolving industry in which AEye operates.

These risks and uncertainties may be amplified by the lingering effects of the COVID-19 pandemic, which continues to cause significant economic uncertainty. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of the periodic report that AEye has most recently filed with the U.S. Securities and Exchange Commission, or the SEC, and other documents filed by us or that will be filed by us from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made.

Readers are cautioned not to put undue reliance on forward-looking statements; AEye assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. AEye gives no assurance that AEye will achieve any of its expectations.

AEYE, INC.
Consolidated Balance Sheets
(In thousands)
(Unaudited)

| | As of December 31, | |
|---|--------------------|-------------------|
| | 2022 | 2021 |
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 19,064 | \$ 14,183 |
| Marketable securities | 75,135 | 149,824 |
| Accounts receivable, net | 617 | 4,222 |
| Inventories, net | 4,553 | 4,085 |
| Prepaid and other current assets | 6,181 | 5,051 |
| Total current assets | 105,550 | 177,365 |
| Right-of-use assets | 15,502 | — |
| Property and equipment, net | 7,665 | 5,129 |
| Restricted cash | 2,150 | 2,150 |
| Other noncurrent assets | 2,473 | 1,509 |
| Total assets | \$ 133,340 | \$ 186,153 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities: | | |
| Accounts payable | \$ 3,218 | \$ 2,542 |
| Accrued expenses and other current liabilities | 9,764 | 8,739 |
| Contract liabilities | 987 | 2,287 |
| Convertible notes | 8,594 | — |
| Total current liabilities | 22,563 | 13,568 |
| Operating lease liabilities, noncurrent | 16,681 | — |
| Deferred rent, noncurrent | — | 3,032 |
| Other noncurrent liabilities | 126 | 786 |
| Total liabilities | 39,370 | 17,386 |
| Stockholders' Equity: | | |
| Preferred stock | — | — |
| Common stock | 16 | 16 |
| Additional paid-in capital | 345,742 | 320,937 |
| Accumulated other comprehensive loss | (1,279) | (391) |
| Accumulated deficit | (250,509) | (151,795) |
| Total stockholders' equity | 93,970 | 168,767 |
| Total liabilities and stockholders' equity | \$ 133,340 | \$ 186,153 |

AEYE, INC.
Consolidated Statements of Operations
(In thousands, except share and per share data)
(Unaudited)

| | Three months ended December 31, | | Year ended December 31, | |
|--|---------------------------------|-------------|-------------------------|-------------|
| | 2022 | 2021 | 2022 | 2021 |
| Revenue: | | | | |
| Prototype sales | \$ 561 | \$ 416 | \$ 1,743 | \$ 1,004 |
| Development contracts | 531 | 1,388 | 1,904 | 2,003 |
| Total revenue | 1,092 | 1,804 | 3,647 | 3,007 |
| Cost of revenue | 3,115 | 2,100 | 8,732 | 3,637 |
| Gross loss | (2,023) | (296) | (5,085) | (630) |
| Operating Expenses: | | | | |
| Research and development | 9,335 | 7,513 | 37,644 | 26,543 |
| Sales and marketing | 4,912 | 4,059 | 19,317 | 10,548 |
| General and administrative | 7,709 | 11,668 | 36,762 | 25,514 |
| Total operating expenses | 21,956 | 23,240 | 93,723 | 62,605 |
| Loss from operations | (23,979) | (23,536) | (98,808) | (63,235) |
| Other income (expense): | | | | |
| Change in fair value of convertible note, embedded derivative liability, and warrant liabilities | (139) | 1 | (14) | 223 |
| Gain on PPP loan forgiveness | — | — | — | 2,297 |
| Interest income and other | 436 | 487 | 1,545 | 561 |
| Interest expense and other | (41) | (1,986) | (1,379) | (4,857) |
| Total other income (expense), net | 256 | (1,498) | 152 | (1,776) |
| Provision for income tax expense | 19 | — | 58 | — |
| Net loss | \$ (23,742) | \$ (25,034) | \$ (98,714) | \$ (65,011) |
| Per Share Data | | | | |
| Net loss per common share (basic and diluted) | \$ (0.15) | \$ (0.16) | \$ (0.63) | \$ (0.60) |
| Weighted average common shares outstanding (basic and diluted) | 161,205,764 | 154,616,998 | 157,368,707 | 109,055,894 |

AEYE, INC.
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

| | Year ended December 31, | |
|--|-------------------------|------------------|
| | 2022 | 2021 |
| Cash flows from operating activities: | | |
| Net loss | \$ (98,714) | \$ (65,011) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 1,422 | 1,014 |
| Noncash lease expense relating to operating lease right-of-use assets | 1,338 | — |
| Noncash common stock purchase agreement costs | — | 1,583 |
| Inventory write-downs, net of scrapped inventory | 675 | 1,203 |
| Change in fair value of convertible note, embedded derivative liability, and warrant liabilities | 14 | (223) |
| Noncash gain on PPP loan forgiveness | — | (2,297) |
| Stock-based compensation | 23,959 | 10,018 |
| Convertible note issuance costs | 474 | — |
| Amortization of debt issuance costs | — | 725 |
| Amortization of debt discount | — | 752 |
| Realized loss on redemption of marketable securities | 77 | — |
| Amortization of premiums on marketable securities, net of change in accrued interest | 1,086 | 310 |
| Other | — | 287 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable, net | 3,605 | (4,066) |
| Inventories, current and noncurrent, net | (2,634) | (2,633) |
| Prepaid and other current assets | (1,130) | (3,655) |
| Other noncurrent assets | 527 | (1,483) |
| Accounts payable | 839 | 557 |
| Accrued expenses and other current liabilities | 85 | 5,496 |
| Operating lease liabilities | (1,341) | — |
| Deferred rent | — | (538) |
| Contract liabilities | (1,931) | 2,258 |
| Net cash used in operating activities | <u>(71,649)</u> | <u>(55,703)</u> |
| Cash flows from investing activities: | | |
| Purchase of property and equipment | (4,200) | (1,021) |
| Proceeds from redemptions and maturities of marketable securities | 96,592 | — |
| Purchase of available-for-sale securities | (23,929) | (150,525) |
| Net cash provided by (used in) investing activities | <u>68,463</u> | <u>(151,546)</u> |
| Cash flows from financing activities: | | |
| Proceeds from exercise of stock options | 1,174 | 150 |
| Proceeds from Business Combination and PIPE financing | — | 256,811 |
| Transaction costs related to Business Combination and PIPE financing | — | (52,372) |
| Proceeds from the issuance of convertible notes | 9,850 | 8,045 |
| Payments for convertible note redemptions | (874) | — |
| Proceeds from bank loan | — | 10,000 |
| Principal payments on bank loans | — | (13,333) |
| Payment of 2022 convertible note issuance costs | (324) | — |
| Payment of debt issuance costs | — | (717) |
| Taxes paid related to the net share settlement of equity awards | (4,621) | — |
| Repurchase of stock options | — | (1,500) |
| Proceeds from issuance of common stock under the Common Stock Purchase Agreement | 2,891 | — |
| Payment of transaction costs related to the Common Stock Purchase Agreement | (29) | — |
| Net cash provided by financing activities | <u>8,067</u> | <u>207,084</u> |
| Net increase in cash, cash equivalents and restricted cash | <u>4,881</u> | <u>(165)</u> |
| Cash, cash equivalents and restricted cash at beginning of period | 16,333 | 16,498 |
| Cash, cash equivalents and restricted cash at end of period | <u>\$ 21,214</u> | <u>\$ 16,333</u> |

AEYE, INC.
Reconciliation of GAAP to Non-GAAP Financial Measures
(In thousands, except share and per share data)
(Unaudited)

| | Three months ended December 31, | | Year ended December 31, | |
|--|---------------------------------|-------------|-------------------------|-------------|
| | 2022 | 2021 | 2022 | 2021 |
| GAAP net loss | \$ (23,742) | \$ (25,034) | \$ (98,714) | \$ (65,011) |
| Non-GAAP adjustments: | | | | |
| Stock-based compensation | 5,956 | 3,496 | 23,959 | 10,018 |
| Expenses related to registration statement on Form S-1s/S-3s | 68 | — | 372 | 2,198 |
| Common stock purchase agreement transaction costs | — | 1,583 | 29 | 1,583 |
| Change in fair value of convertible note, embedded derivative liability, and warrant liabilities | 139 | (1) | 14 | (223) |
| 2022 convertible note issuance costs | 93 | — | 530 | — |
| Gain on PPP loan forgiveness | — | — | — | (2,297) |
| Non-GAAP net loss | \$ (17,486) | \$ (19,956) | \$ (73,810) | \$ (53,732) |
| Depreciation and amortization expense | 628 | 245 | 1,422 | 1,014 |
| Interest income and other | (436) | (487) | (1,545) | (561) |
| Interest expense and other | (52) | 403 | 876 | 3,274 |
| Provision for income tax expense | 19 | — | 58 | — |
| Adjusted EBITDA | \$ (17,327) | \$ (19,795) | \$ (72,999) | \$ (50,005) |
| GAAP net loss per share attributable to common stockholders: | | | | |
| Basic and diluted | \$ (0.15) | \$ (0.16) | \$ (0.63) | \$ (0.60) |
| Non-GAAP net loss per share attributable to common stockholders: | | | | |
| Basic and diluted | \$ (0.11) | \$ (0.13) | \$ (0.47) | \$ (0.49) |
| Shares used in computing GAAP net loss per share attributable to common stockholders: | | | | |
| Basic and diluted | 161,205,764 | 154,616,998 | 157,368,707 | 109,055,894 |
| Shares used in computing Non-GAAP net loss per share attributable to common stockholders: | | | | |
| Basic and diluted | 161,205,764 | 154,616,998 | 157,368,707 | 109,055,894 |

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