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): **November 13, 2026**

AEYE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-39699**	**37-1827430**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4670 Willow Road, Suite 125, Pleasanton, California	**94588**
(Address of principal executive offices)	(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

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On November 13, 2026, the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of AEye, Inc. (the "Company") approved a 2027 executive equity program (the "Program") and awards under the Program to certain executive officers, including Conor B. Tierney, the Company's Chief Financial Officer, and recommended that the Board approve the Program and awards under the Program for Matthew Fisch, the Company's Chief Executive Officer. On November 13, 2026, on the recommendation of the Committee, the Board approved the Program and the awards for Mr. Fisch. The awards under the Program constitute the recipients' annual long-term equity awards for 2027, were made under the Company's 2021 Equity Incentive Plan, as amended (the "Plan"), and consist, by target value, of 75% performance stock units ("PSUs") and 25% time-based restricted stock units ("RSUs").

Grant of Performance Stock Units

On November 13, 2026, the Committee awarded 511,925 PSUs to Mr. Tierney and, on the recommendation of the Committee, the Board awarded 2,047,387 PSUs to Mr. Fisch.

The performance condition for the PSUs will be satisfied and the PSUs will vest in increments of one-third (1/3) of the total PSUs granted to each of the executive officers when the average 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) achieves each of the following milestones: (i) meets or exceeds an average of $2.00 per share; (ii) meets or exceeds an average of $3.00 per share; and (iii) meets or exceeds an average of $4.00 per share (in all cases as adjusted for any stock splits or other corporate actions), in each case, over any ten (10) consecutive trading days beginning on or after the grant date, subject to the executive officer's continued service through the date on which the milestone is achieved. Each vested PSU will be settled by the issuance of one share of the Company's common stock, and the PSUs do not include any right or option to settle in cash. If the performance condition is not satisfied prior to December 31, 2031, any PSUs not vested by that date will be forfeited in their entirety. The PSUs are otherwise governed by the Plan.

Approval of Restricted Stock Units

On November 13, 2026, the Committee approved the grant of 170,642 RSUs to Mr. Tierney and, on the recommendation of the Committee, the Board approved the grant of 682,462 RSUs to Mr. Fisch. The RSU grants will become effective on January 15, 2027 without further action by the Committee or the Board, subject to the executive officer's continued service through that date. If the number of shares available under the Plan, including the automatic annual increase in the number of shares available under the Plan on January 1, 2027, is insufficient for all of the RSUs approved under the Program, the RSUs will be reduced pro rata among the participants in the Program.

The RSUs will vest as to one-twelfth (1/12th) of the RSUs on February 15, May 15, August 15, and November 15 of each year, beginning on February 15, 2027 and ending on November 15, 2029, subject to the executive officer's continued service through each vesting date. Each vested RSU will be settled by the issuance of one share of the Company's common stock. The RSUs are otherwise governed by the Plan.

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: November 17, 2026

By: /s/ Siraj Husain
Siraj Husain
VP, General Counsel and Corporate Secretary