

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Tierney Conor B</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>03/31/2023</u>		3. Issuer Name and Ticker or Trading Symbol <u>AEye, Inc. [LIDR]</u>	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><u>Treasurer & CFO</u></p>		5. If Amendment, Date of Original Filed (Month/Day/Year)	
ONE PARK PLACE SUITE 200					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	
(Street)	(City)	(State)	(Zip)			
DUBLIN	CA		94568			
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,325,578 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

1. Represents (i) 57,244 shares of common stock of the Issuer; (ii) 225,000 restricted stock units (RSUs) remaining from a grant made on March 14, 2022, that vested as to 25% on February 15, 2023, and the remainder, thereafter, in equal quarterly installments through February 15, 2026; (iii) 43,334 RSUs remaining from a grant made on January 10, 2023, that vested as to one-third on February 15, 2023, and the remainder in equal installments on each of May 15, 2023 and August 15, 2023; and (iv) 1,000,000 RSUs granted on March 14, 2023 that will vest as to 1/12th each quarter commencing on May 15, 2023.

Remarks:

Siraj Husain, by power of attorney filed herewith 04/03/2023

** 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 5 (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 and Siraj Husain, with full power (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") to (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 benefit to the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever that the undersigned is authorized to do and perform.

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 the SEC.

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

/s/ Conor Tierney
Conor Tierney