

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Dussan Luis</u> <hr/> (Last) (First) (Middle) ONE PARK PLACE SUITE 200 <hr/> (Street) DUBLIN CA 94568 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AEye, Inc. [LIDR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2023 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 | 11/20/2023 | | S | | 185,406 | D | \$0.1672 ⁽¹⁾ | 16,795,233 | I | Luis Dussan Trust A U/A/D 5/18/2022 ⁽²⁾ |
| Common Stock | 11/21/2023 | | S | | 39,561 | D | \$0.1632 ⁽³⁾ | 16,755,672 | I | Luis Dussan Trust A U/A/D 5/18/2022 ⁽²⁾ |
| Common Stock | 11/22/2023 | | S | | 60,439 | D | \$0.1528 ⁽⁴⁾ | 16,695,233 | I | Luis Dussan Trust A U/A/D 5/18/2022 ⁽²⁾ |
| Common Stock | | | | | | | | 328,003 | D | |
| Common Stock | | | | | | | | 1,080,000 | I | Jennifer Dussan Trust A U/A/D 5/18/2022 ⁽⁵⁾ |
| Common Stock | | | | | | | | 372,080 | I | Luis Carlos Dussan Family Trust dated January 20, 2021 ⁽⁶⁾ |

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 | | | | | |

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$0.1550 to \$0.1750. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.

2. The Luis Dussan Trust A U/A/D 5/18/2022 is affiliated with the Reporting Person, and the shares held by the Trust are beneficially owned by the Reporting Person, who is the Trustee.
3. This transaction was executed in multiple trades at prices ranging from \$0.1590 to \$0.1664. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.
4. This transaction was executed in multiple trades at prices ranging from \$0.1506 to \$0.1620. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.
5. The Jennifer Dussan Trust A U/A/D 5/18/2022 is affiliated with the Reporting Person, and the shares held by the Trust are beneficially owned by the spouse of the Reporting Person, and the Reporting Person is the Trustee.
6. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Remarks:

Andrew S. Hughes, by power
of attorney previously filed 11/22/2023

** 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 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.