

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 3)\*

**AYRO, Inc.**

(Name of Issuer)

**Common Stock, \$0.0001 par value**

(Title of Class of Securities)

**054748207**

(CUSIP Number)

**12/31/2024**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

**SCHEDULE 13G**

**CUSIP No.**

054748207

1	<b>Names of Reporting Persons</b> Iroquois Capital Management, LLC
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 683,395.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 683,395.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 683,395.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.22 %	
12	Type of Reporting Person (See Instructions) OO	

**Comment for Type of Reporting Person:** Includes 651,214 shares of Common Stock issuable upon conversion of Preferred Stock and exercise of the Reported Warrants (See Item 4)\*

\* As more fully described in Item 4, certain Warrants and the Preferred Stock are subject to a 9.99% blocker (other than certain Warrants which are subject to a 4.99% blocker), and the percentage set forth in row (11) gives effect to such blockers. The shares reported in rows (6), (8) and (9) show the number of shares of Common Stock issuable upon conversion and/or exercise of such reported securities, giving effect to the 9.99% blockers.

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CUSIP No.	054748207
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1	Names of Reporting Persons Richard Abbe	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 709,332.00
	6	Shared Voting Power 683,395.00
	7	Sole Dispositive Power 709,332.00
	8	Shared Dispositive Power 683,395.00

9	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 741,513.00
10	<b>Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>
11	<b>Percent of class represented by amount in row (9)</b> 9.99 %
12	<b>Type of Reporting Person (See Instructions)</b> HC, IN

**Comment for Type of Reporting Person:** Includes 651,214 shares of Common Stock issuable upon conversion of Preferred Stock and exercise of the Reported Warrants (See Item 4)\*

\* As more fully described in Item 4, certain Warrants and the Preferred Stock are subject to a 9.99% blocker (other than certain Warrants which are subject to a 4.99% blocker), and the percentage set forth in row (11) gives effect to such blockers. The shares reported in rows (6), (8) and (9) show the number of shares of Common Stock issuable upon conversion and/or exercise of such reported securities, giving effect to the 9.99% blockers.

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1	<b>Names of Reporting Persons</b> Kimberly Page
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> UNITED STATES
Number of Shares Beneficially Owned by Each Reporting Person With:	5 <b>Sole Voting Power</b> 0.00
	6 <b>Shared Voting Power</b> 683,395.00
	7 <b>Sole Dispositive Power</b> 0.00
	8 <b>Shared Dispositive Power</b> 683,395.00
9	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 683,395.00
10	<b>Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>
11	<b>Percent of class represented by amount in row (9)</b> 9.22 %
12	<b>Type of Reporting Person (See Instructions)</b> IN

**Comment for Type of Reporting Person:** Includes 651,214 shares of Common Stock issuable upon conversion of Preferred Stock and exercise of the Reported Warrants (See Item 4)\*

\* As more fully described in Item 4, certain Warrants and the Preferred Stock are subject to a 9.99% blocker (other than certain Warrants which are subject to a 4.99% blocker), and the percentage set forth in row (11) gives effect to such blockers. The shares reported in rows (6), (8) and (9) show the number of shares of Common Stock issuable upon conversion and/or exercise of such reported securities, giving effect to the 9.99% blockers.

## SCHEDULE 13G

### Item 1.

(a) **Name of issuer:**

AYRO, Inc.

(b) **Address of issuer's principal executive offices:**

900 E. Old Settlers Boulevard, Suite 100, Round Rock, Texas 78664

### Item 2.

(a) **Name of person filing:**

This statement is being filed by (i) Iroquois Capital Management LLC, a Delaware limited liability company ("Iroquois"), (ii) Richard Abbe, and (iii) Kimberly Page ("Mr. Abbe" and "Ms. Page," together with Iroquois, the "Reporting Persons").

Mr. Abbe shares authority and responsibility for the investments made on behalf of Iroquois Master Fund Ltd. ("Iroquois Master Fund") with Ms. Kimberly Page, each of whom is a director of the Iroquois Master Fund. As such, Mr. Abbe and Ms. Page may each be deemed to be the beneficial owner of all shares of Common Stock held by Iroquois Master Fund. Iroquois Capital is the investment advisor for Iroquois Master Fund and Mr. Abbe is the President of Iroquois Capital. Mr. Abbe has the sole authority and responsibility for the investments made on behalf of Iroquois Capital Investment Group LLC ("ICIG"). As such, Mr. Abbe may be deemed to be the beneficial owner of all shares of Common Stock held by Iroquois Master Fund and ICIG. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(b) **Address or principal business office or, if none, residence:**

The principal business address for each of the Reporting Persons is 2 Overhill Road, Scarsdale, NY 10583.

(c) **Citizenship:**

Iroquois Capital Management LLC is a Delaware limited liability company. Richard Abbe is an individual who is a citizen of the United States of America. Kimberly Page is an individual who is a citizen of the United States of America.

(d) **Title of class of securities:**

Common Stock, \$0.0001 par value

(e) **CUSIP No.:**

054748207

### Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership**

**(a) Amount beneficially owned:**

See Item 9 on the cover pages hereto. As of the date of the event which requires filing of this statement, Iroquois Master Fund held 32,181 shares of Common Stock, Reported Warrants to purchase 2,665,016 shares of Common Stock (subject to the Blockers) and 3,333 shares of Reported Preferred Stock convertible into shares of Common Stock (subject to the Blockers). ICIG held 58,118 shares of Common Stock, Reported Warrants to purchase 1,403,045 shares of Common Stock (subject to the Blockers) and 6,000 shares of Reported Preferred Stock convertible into shares of Common Stock (subject to the Blockers). Accordingly, the amount of shares reported in Items 6, 8 and 9 include 651,214 of shares of Common Stock issuable upon conversion and/or exercise of such reported securities, giving effect to the 9.99% Blockers.

**(b) Percent of class:**

See Item 11 on the cover pages hereto. The percentage set forth in Row 11 of the cover page for each Reporting Person is based on 6,764,600 shares of common stock outstanding as of November 21, 2024, as reported in the Issuer's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on December 5, 2024 and assumes the exercise of the Company's reported warrants (the "Reported Warrants") and conversion of the Company's reported preferred stock (the "Reported Preferred Stock"), each subject to the Blockers (as defined below). The percentage set forth in Item 11 of the cover page for each Reporting Person gives effect to the Blockers, if applicable. %

**(c) Number of shares as to which the person has:**

**(i) Sole power to vote or to direct the vote:**

See Item 5 on the cover pages hereto.

**(ii) Shared power to vote or to direct the vote:**

See Item 6 on the cover pages hereto.

**(iii) Sole power to dispose or to direct the disposition of:**

See Item 7 on the cover pages hereto.

**(iv) Shared power to dispose or to direct the disposition of:**

See Item 8 on the cover pages hereto.

**Item 5. Ownership of 5 Percent or Less of a Class.**

**Item 6. Ownership of more than 5 Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certifications:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Signature:** /s/ Richard Abbe

**Name/Title:** Richard Abbe

**Date:** 02/13/2025

Richard Abbe

**Signature:** /s/ Richard Abbe

**Name/Title:** Richard Abbe

**Date:** 02/13/2025

Kimberly Page

**Signature:** Kimberly Page

**Name/Title:** Kimberly Page

**Date:** 02/13/2025