

**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): December 14, 2021

AYRO, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-34643
**(Commission
File No.)**

98-0204758
**(IRS Employer
Identification No.)**

AYRO, Inc.
900 E. Old Settlers Boulevard, Suite 100
Round Rock, Texas 78664
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: 512-994-4917

(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 obligation 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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	AYRO	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.

Election of Seven Directors

As previously reported in the Company's definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on November 17, 2021 (the "2021 Proxy"), the terms of the Company's directors were scheduled to expire at the Annual Meeting, and the Company's board of directors (the "Board") nominated six of them for re-election at the Annual Meeting, in addition to a new director nominee, Thomas M. Wittenschlaeger.

At the Annual Meeting, Thomas M. Wittenschlaeger, Joshua Silverman, Wayne R. Walker, George Devlin, Sebastian Giordano, Zvi Joseph, and Greg Schiffman were elected as directors of the Board to serve for a term expiring at the Company's 2022 annual meeting of stockholders.

For more information about the matters above, including information about the new director, Thomas M. Wittenschlaeger, see the Company's 2021 Proxy, the relevant portions of which are incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Company's Annual Meeting, holders of the Company's common stock and Series H-6 Convertible Preferred Stock of a total voting power of 16,521,528 shares were present in virtual format or represented by proxy. The matters submitted for a vote and the related results are set forth below.

- (1) Election of seven directors to serve on our board of directors to serve for a term of one year or until their successors are elected and qualified:

Nominee	Votes For	Votes Withheld
Thomas M. Wittenschlaeger	5,053,704	140,850

Joshua Silverman	2,726,427	2,468,127
Wayne R. Walker	5,055,669	138,885
George Devlin	3,739,903	1,454,651
Sebastian Giordano	5,056,152	138,402
Zvi Joseph	3,016,678	2,177,876
Greg Schiffman	2,774,900	2,419,654

(2) Ratification of the appointment of Friedman LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021:

Votes For	Votes Against	Votes Abstaining
16,199,393	182,496	139,639

For more information about the foregoing proposals, see the Company's 2021 Proxy, the relevant portions of which are incorporated herein by reference.

The results reported above are final voting results. No other matters were considered or voted upon at the Annual Meeting.

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.

AYRO, INC.

Date: December 16, 2021

By: /s/ Thomas M. Wittenschlaeger
Thomas M. Wittenschlaeger
Chief Executive Officer
