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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>DEVLIN GEORGE</u>  (Last) (First) (Middle) <u>900 E. OLD SETTLERS BOULEVARD, SUITE 100</u>  (Street) <u>ROUND ROCK TX 78664</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AYRO, Inc. [ AYRO ]</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) <u>12/02/2024</u>	
	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 <input type="checkbox"/> Form filed by More than One Reporting Person

**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	12/02/2024		D <sup>(1)</sup>		3,520	D	\$0 <sup>(1)</sup>	23,496 <sup>(2)</sup>	D	
Common Stock	12/02/2024		A <sup>(3)</sup>		83,388	A	\$0 <sup>(3)</sup>	106,884 <sup>(2)(4)</sup>	D	

**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					
Cash-Settled Restricted Stock Units	(5)	12/02/2024		M <sup>(5)</sup>		55,592		(5)	(5)	Common Stock	(5)	55,592 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Represents a forfeiture of restricted shares of common stock (the "Forfeited Shares"), par value \$0.0001 per share ("Common Stock"), of the Issuer granted to the Reporting Person under the AYRO, Inc. Long-Term Incentive Plan (as amended, the "Plan") in connection with the Reporting Person's service on the Issuer's Board of Directors that vested, but were not issued to the Reporting Person, on November 1, 2023. The Reporting Person received the Director Equity Awards (as defined herein), among other reasons as described herein, in lieu of such Forfeited Shares.
- The securities reported herein have been adjusted for the Company's one-for-eight reverse stock split effected on September 15, 2023.
- Represents a grant of restricted shares of Common Stock issued under the Plan which fully vested on the date of grant (the "Stock Award").
- The securities reported as acquired herein were granted to the Reporting Person by the Issuer in lieu of any other awards previously approved by the Issuer since the beginning of the fourth quarter of the Company's 2023 fiscal year, but were never issued by the Issuer, as an annual award grant to the Reporting Person in connection with the Reporting Person's service on the Issuer's Board of Directors for 2024 and a partial annual award grant for the Reporting Person's service on the Issuer's Board of Directors for the last quarter of 2023.
- Represents a grant of cash-settled restricted stock units ("RSUs" and, together with the Stock Award, the "Director Equity Awards") granted by the Issuer to the Reporting Person. On the date of grant, the RSUs immediately converted into a cash payment equal to the fair market value of the number of shares of Common Stock equal to the same number of RSUs that were granted to the Reporting Person for the purpose of satisfying the Reporting Person's tax obligation with respect to the Director Equity Awards. No securities of the Issuer were issued, acquired or disposed of in connection with the grant of the RSUs.

/s/ George Devlin

10/02/2024

\*\* 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.