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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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**APPLIED OPTOELECTRONICS, INC.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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APPLIED OPTOELECTRONICS, INC.

APPLIED OPTOELECTRONICS, INC.  
ATTN: LEGAL DEPARTMENT  
13139 JESS PIRTLE BLVD.  
SUGAR LAND, TX 77478

# Your **Vote** Counts!

APPLIED OPTOELECTRONICS, INC.

2024 Annual Meeting  
Vote by June 5, 2024  
11:59 PM ET



V47593-P11823

## You invested in APPLIED OPTOELECTRONICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 6, 2024.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 23, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Person at the Meeting\*







June 6, 2024  
9:30 A.M. Central Time

13139 Jess Pirtle Blvd.  
Sugar Land, TX 77478

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Class II Directors for Election: <b>Nominees:</b> 01) William H. Yeh 02) Cynthia (Cindy) DeLaney	 For
2. To ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	 For
3. To approve, on an advisory basis, the compensation of our named executive officers.	 For
4. To approve, on an advisory basis, the frequency of future advisory votes on the compensation of our named executive officers.	 Year
5. To approve our 2021 Equity Incentive Plan, as amended to increase the number of shares of Common Stock reserved for issuance thereunder by 2,000,000 shares and increase certain annual limits on the value of awards.	 For
6. To approve a portion of the award of performance-vesting restricted stock units (PSUs) granted to our Chief Executive Officer in June 2023 with respect to 355,871 shares at target level performance, which portion exceeded the annual limit on the value of awards granted under our 2021 Equity Incentive Plan.	 For

**NOTE:** In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".