

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. 1)

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 Pursuant to §240.14a-12

Aehr Test Systems

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

Explanatory Note

Today we are announcing that Rhea J. Posedel resigned from the Corporate Governance and Nominating Committee of AEHR Test Systems, Inc. (the “**Company**”) effective October 19, 2023. Although Mr. Posedel will continue to stand for election at the Company’s Annual Meeting of Shareholders (to be held on October 23, 2023, at 4:00 p.m.), he will not in the future be nominated or appointed to any of the Company’s committees made up of independent directors including the Corporate Governance and Nominating Committee, Audit Committee, and the Compensation Committee. The new chair of the Corporate Governance and Nominating Committee will be appointed at the upcoming meeting of the Board of Directors (the “**Board**”) on October 23, 2023.

This decision is in response to stockholder feedback that a former Chief Executive Officer, even if deemed an independent director per relevant Securities and Exchange Commission and Nasdaq Stock Market LLC rules and regulations such as Mr. Posedel, is preferred to not sit on any of the committees of the Board.