

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person* <u>KEMP CHRIS</u>			2. Issuer Name and Ticker or Trading Symbol <u>Astra Space, Inc. [ASTR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/21/2023</u>			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		
C/O ASTRA SPACE, INC. 1900 SKYHAWK STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication					
<u>ALAMEDA</u>	<u>CA</u>	<u>94501</u>	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

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			
Class A Common Stock								72,465	D	
Class A Common Stock								2,200	I	By spouse ⁽¹⁾

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						Title
Senior Secured Convertible Notes due 2025	\$0.808 ⁽²⁾	11/21/2023		P		\$2,000,000		11/21/2023 ⁽³⁾	11/13/2025 ⁽⁴⁾	Class A Common Stock	2,475,248 ⁽⁵⁾	\$2,000,000	2,475,248	I	By Trust ⁽⁶⁾
Warrants	\$0.808 ⁽⁷⁾	11/21/2023		P		866,337		11/21/2023 ⁽⁸⁾	11/21/2028	Class A Common Stock	866,337 ⁽⁹⁾	\$0.125	866,337	I	By Trust ⁽⁶⁾

Explanation of Responses:

- The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- The Reporting Person may, at its option, prior to maturity, convert all or any portion of the outstanding amount of Senior Secured Convertible Notes due 2025 (the "Convertible Notes"), including accrued paid in kind interest thereon, subject to certain limitations, into shares of Class A Common Stock, at an initial conversion rate of 1,237.6238 shares of Class A Common Stock per \$1,000 principal amount of Convertible Notes, which is equivalent to an initial conversion price of approximately \$0.808 per share of Class A Common Stock. The conversion rate is subject to adjustment in accordance with the terms of the Convertible Notes and will be subject to standard adjustments in the event of any stock split, stock dividend, stock combination, recapitalization or other similar transactions.
- The Convertible Notes are immediately convertible at the option of the Reporting Person subject to certain limitations, as described in Footnote (5).
- The Convertible Notes mature on November 15, 2025 (the "Maturity Date"), provided that the Maturity Date may be extended upon the written agreement of the Issuer and the holders of the Convertible Notes.
- Represents the maximum number of shares of Class A Common Stock issuable upon the voluntary conversion of the original stated amount of the Convertible Notes. The number of shares issuable upon conversion of the Convertible Notes is subject to increase in connection with the accrual of interest, which is payable in kind, and upon the occurrence of certain Fundamental Changes (as defined in the Convertible Notes). The Reporting Person's ability to convert the Convertible Notes to shares of Class A Common Stock is initially subject to certain limitations, in accordance with rules of the Nasdaq Capital Market, as well as other beneficial ownership limitations in accordance with the terms of the Convertible Notes.
- The securities are beneficially owned by the Chris Kemp Living Trust, a trust organized under the laws of California, for which the Reporting Person is the sole trustee.
- On November 21, 2023, the Reporting Person purchased 433,168 warrants from the Issuer at a price of \$0.125 per warrant. Each warrant is immediately exercisable on a one-to-one basis for Class A Common Stock at a price of \$0.808 per share, subject to standard adjustments in the event of any stock split, stock dividend, stock combination, recapitalization or other similar transactions, and subject to certain beneficial ownership limitations as described in Footnote (9).
- The warrants are immediately convertible at the option of the Reporting Person subject to certain limitations, as described in Footnote (9).
- The Reporting Person's ability to convert the warrants to shares of Class A Common Stock is initially subject to certain limitations, in accordance with the rules of the Nasdaq Capital Market, as well as other beneficial ownership limitations in accordance with the terms of the warrants.

Remarks:

Chief Executive Officer and Chairman

/s/ Chris Kemp

11/24/2023

** 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.