



ASTRA SPACE, INC.
34,000,000 SHARES OF CLASS A COMMON STOCK

This prospectus supplement amends and supplements the prospectus dated September 13, 2022 (as supplemented or amended from time to time, the "Prospectus"), which forms a part of our Registration Statement on Form S-1 (No. 333-267113). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission (the "SEC") on March 16, 2023 (the "**Current Report**"). Accordingly, we have attached the Current Report to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the offer and resale of up to 34,000,000 shares of Class A Common Stock, par value \$0.0001 per share (the "**Class A Common Stock**"), of Astra Space, Inc. by B. Riley Principal Capital II, LLC (the "**Selling Stockholder**"). The shares included in the Prospectus and this Prospectus supplement consist of shares of Class A Common Stock that we may, in our discretion, elect to issue and sell to the Selling Stockholder pursuant to a common stock purchase agreement we entered into with the Selling Stockholder on August 2, 2022 (the "**Purchase Agreement**"). Such shares of Class A Common Stock include (i) up to 33,281,805 shares of our Class A Common Stock that we may, in our sole discretion, elect to sell to the Selling Stockholder from time to time after the date of this prospectus, pursuant to the Purchase Agreement and (ii) 718,195 shares of our Class A Common Stock we issued, or may issue if certain conditions are met, in each case, to the Selling Stockholder as consideration for its commitment to purchase shares of our Class A Common Stock in one or more purchases that we may, in our sole discretion, direct them to make, from time to time after the date of this prospectus, pursuant to the Purchase Agreement. See "*The Committed Equity Financing*" for a description of the Purchase Agreement and "*Selling Stockholder*" for additional information regarding the Selling Stockholder.

Our Class A common stock is listed on Nasdaq under the symbol "ASTR". On March 15, 2023, the closing price of our Class A common stock was \$0.42 per share.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Investing in our securities involves risks that are described in the "Risk Factors" section beginning on page 17 of the Prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 16, 2023.

**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): March 16, 2023

Astra Space, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39426
(Commission
File Number)

85-1270303
(IRS Employer
Identification No.)

1900 Skyhawk Street
Alameda, California
(Address of Principal Executive Offices)

94501
(Zip Code)

Registrant's Telephone Number, Including Area Code: (866) 278-7217

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|----------------------|--|
| Class A common stock, par value \$0.0001 per share | ASTR | NASDAQ Global Select Market |

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 8.01 Other Events.

On March 16, 2023, Astra Space, Inc. (the “Company”) published a blog post related to the submission of the Company’s application to Nasdaq requesting an additional 180-day period (through October 1, 2023) to comply with the minimum bid price requirement of the Nasdaq Listing Rules. The blog post is available on the Company’s website at www.astra.com. A copy of the blog post is included in this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|--------------------|---|
| 99.1 | Blog post dated March 16, 2023 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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 thereunto duly authorized.

Date: March 16, 2023

Astra Space, Inc.

By: /s/ Axel Martinez

Name: Axel Martinez

Title: Chief Financial Officer

Preserving our Nasdaq Listing
By Axel Martinez, Chief Financial Officer
Thursday, March 16, 2023



Caption: View from LV0009 upper stage in orbit, March 15, 2022

I wanted to provide an update on Astra's listing status with Nasdaq.

Background

On October 6, 2022, Astra received a letter from Nasdaq stating that Astra was no longer in compliance with the Nasdaq Listing Rules as the closing bid price of Astra shares was below \$1.00 for 30 consecutive business days. As per Nasdaq guidelines, Astra was provided an initial 180-day period (the "Initial Compliance Period") through April 4, 2023 to regain compliance and could be eligible for additional time to meet the minimum bid price requirement. As the initial deadline approaches, I'd like to provide clarification on the timeline, process, and measures that are available to Astra to regain compliance with the Nasdaq Listing Rules and maintain the listing of its Class A common stock on Nasdaq.

Application for Extension and Plan for Compliance

On March 13, 2023, Astra submitted an application to Nasdaq for an additional 180-day period (through October 1, 2023, the "Extended Compliance Period") to comply with the minimum bid price requirement. Based on our discussions with representatives of Nasdaq, we expect to hear back from Nasdaq regarding the status of our application on or around April 5, 2023, and we are not aware of any reason why our application would not be approved.

If at any time during the Extended Compliance Period the closing bid price of Astra's shares is at least \$1.00 for a minimum of ten consecutive business days, either due to the performance of our stock or as a result of the company effectuating a reverse stock split, we expect that Nasdaq will confirm our compliance, which would resolve this matter.

Astra continues to actively monitor our listing status and intends to preserve our Nasdaq listing.

Our Continued Commitment to Customers and Stockholders

We understand the road ahead of us to deliver on our commitments to our stockholders and our customers. After delivering over 20 satellites across two successful commercial orbital launches, and being humbled by two commercial launch failures, we have never been more focused or determined to deliver a reliable launch system for our customers. Additionally, after securing contracts for over 200 Astra Spacecraft Engines™, we believe we are well-positioned to support our mission of Improving Life on Earth from Space®.

We greatly appreciate your continued support.

Axel

Forward Looking Statements

Certain statements made in this press release are “forward-looking statements”. Forward-looking statements may be identified by the use of words such as “anticipate”, “believe”, “expect”, “estimate”, “plan”, “outlook”, and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, actual results may differ materially from Astra’s expectations or projections, including the following factors, among others: (i) the failure to meet projected development, delivery and launch targets, including as a result of the decisions of governmental authorities or other third parties not within our control; (ii) changes in applicable laws or regulations; (iii) the ability of Astra to meet its financial and strategic goals, due to, among other things, competition and the dedication of our launch resources to the development of Launch System 2 and its ability to continue operating as a going concern; (iv) the ability of Astra to pursue a growth strategy and manage growth profitability without additional funding; (v) the possibility that Astra may be adversely affected by other economic, business, and/or competitive factors; (vi) the ability to manage its cash outflows related to its business operations, (vii) the ability of Astra to develop its space services offering as part of its long-term business and growth strategy and (viii) other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in other reports and other public filings with the Securities and Exchange Commission by Astra.