
**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

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

ASTRA SPACE, INC.

(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 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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Your **Vote** Counts!

ASTRA SPACE, INC.

2023 Annual Meeting
Vote by June 7, 2023
11:59 PM ET



V16914-Z85074

You invested in **ASTRA SPACE, 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 material for the stockholder meeting to be held on June 8, 2023.**

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 25, 2023. 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, (2) call 1-800-579-1639 or (3) send an email to 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

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 8, 2023
10:00 AM PT

Virtually at:
www.virtualshareholdermeeting.com/ASTR2023

*Please check the meeting materials for any special requirements for meeting attendance.

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 Recommendations
<p>1. Election of Directors</p> <p>Nominees:</p> <p><i>To be elected as Class III directors for a term expiring at the 2026 Annual Meeting of Stockholders:</i></p> <p>01) Michèle Flournoy</p> <p>02) Michael Lehman</p> <p>03) Lisa Nelson</p>	<p>✓ For</p> <p>✓ For</p> <p>✓ For</p>
<p>2. To approve a Certificate of Amendment to Astra Space Inc.'s Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of all of the outstanding shares of its Class A Common Stock and Class B Common Stock at a ratio in the range of 1-for-5 to 1-for-15, with the final decision of whether to proceed with the reverse stock split and the exact ratio and timing of the reverse split to be determined by the Board of Directors, in its discretion, following stockholder approval (if obtained), but no later than June 8, 2024.</p>	<p>✓ For</p>
<p>3. To approve the following actions with respect to the existing performance stock options granted to Chris Kemp, Adam London and Martin Attiq under the Astra Space, Inc. 2021 Omnibus Incentive Plan (the "Existing PSOs"), exercisable for an aggregate 9,762,133 shares of Astra Space's Class A Common Stock and which relate to the Company's long-term incentive plan for senior executives:</p> <p>(a) terminate the Existing PSOs effective as of the date of the 2023 Annual Meeting of Stockholders; and</p> <p>(b) authorize the Compensation Committee to grant to each of Mr. Kemp, Dr. London and Mr. Attiq new performance stock options (the "New PSOs"), with the following parameters: (i) the New PSOs will have an exercise price equal to the fair market value of a share of Astra Space, Inc.'s Class A Common Stock on the date of grant; (ii) the number of shares of Class A Common Stock to which the New PSOs will be exercisable shall not exceed 4.0 million shares for Mr. Kemp and 1.0 million shares for each of Dr. London and Mr. Attiq, subject to adjustment if Proposal No. 2 is approved and the Board decides to effectuate a reverse stock split; (iii) vesting of the New PSOs will occur over a period of two to five years from the date of grant; and (iv) vesting shall be subject to performance metrics, in the case of clauses (i) through (iv) with the final decision as to the terms of such New PSOs to be determined by the Compensation Committee in its discretion, following stockholder approval (if obtained), but no later than July 31, 2023.</p>	<p>✓ For</p>
<p>4. To approve an amendment to the Astra Space, Inc. 2021 Omnibus Incentive Plan (as amended) to increase the number of shares of Class A common stock authorized for issuance under the Plan by either (a) 237,867 shares, if the stockholders approve Proposal No. 3, or (b) 4,000,000 shares if the stockholders do not approve Proposal No. 3.</p>	<p>✓ For</p>
<p>5. Ratify the appointment of PricewaterhouseCoopers LLP as Astra Space, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2023.</p>	<p>✓ For</p>
<p>NOTE: Such other business as may properly come before the meeting or any adjournment thereof.</p>	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".