

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Morcus Alexander</u> (Last) (First) (Middle) C/O JMCM HOLDINGS LLC 450 LEXINGTON AVENUE, 38TH FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/07/2024	3. Issuer Name and Ticker or Trading Symbol <u>Astra Space, Inc.</u> [ASTR]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	199,399	I	See footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Senior Secured Convertible Notes due 2025	(2)(3)	11/15/2025	Class A Common Stock	11,944,715	0.808	I	See footnote ⁽⁴⁾
Senior Secured Convertible Notes due 2025	(2)(3)	11/15/2025	Class A Common Stock	4,950,495	0.808	I	See footnote ⁽⁵⁾
Warrants	(3)(6)	08/04/2028	Class A Common Stock	1,500,000	0.808	I	See footnote ⁽⁴⁾
Warrants	(3)(6)	11/06/2028	Class A Common Stock	3,101,433	0.808	I	See footnote ⁽⁴⁾
Warrants	(3)(6)	11/13/2028	Class A Common Stock	1,082,921	0.808	I	See footnote ⁽⁴⁾
Warrants	(3)(6)	01/19/2029	Class A Common Stock	1,732,673	0.808	I	See footnote ⁽⁵⁾

1. Name and Address of Reporting Person* <u>Morcus Alexander</u> (Last) (First) (Middle) C/O JMCM HOLDINGS LLC 450 LEXINGTON AVENUE, 38TH FLOOR (Street) NEW YORK NY 10017
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
JMCM Holdings LLC		
(Last)	(First)	(Middle)
450 LEXINGTON AVENUE 38TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
MH Orbit LLC		
(Last)	(First)	(Middle)
450 LEXINGTON AVENUE 38TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Fodera Baldo		
(Last)	(First)	(Middle)
C/O JMCM HOLDINGS LLC 450 LEXINGTON AVENUE, 38TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

1. These shares of Class A Common Stock are managed by Baldo Fodera ("Mr. Fodera") for the benefit of Alexander Morcos ("Mr. Morcos"), entities owned by Mr. Morcos, and a private charitable foundation. Each of Mr. Morcos and Mr. Fodera disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
2. The holders of these Senior Secured Convertible Notes due 2025 (the "Convertible Notes") may, at their option, prior to maturity, convert all or any portion of the outstanding amount of 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.
3. The conversion of the Convertible Notes and exercise of the warrants reported herein (the "Warrants") are subject to a beneficial ownership limitation that provides that the Issuer shall not effect the conversion of any portion of the Convertible Notes nor issue shares upon the exercise of any portion of the Warrants, and the holder of such Convertible Notes and Warrants shall not have the right to convert any portion of the Convertible Notes nor exercise any portion of the Warrants, to the extent that, after giving effect to such conversion or exercise, the holder, together with any affiliates and any persons acting as a "group," as such term is used for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Act"), with such holder, collectively would beneficially own in the aggregate in excess of 9.99% of the number of shares of Class A Common Stock outstanding immediately after giving effect to such conversion or exercise (the "Blocker").
4. These securities are held directly by JMCM Holdings LLC ("JMCM"). Mr. Morcos and Mr. Fodera are co-managers of JMCM, and Mr. Morcos is the sole member. Each of Mr. Morcos and Mr. Fodera disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
5. These securities are held directly by MH Orbit LLC. Mr. Morcos and Mr. Fodera are co-managers of MH Orbit LLC, and Mr. Morcos is the sole member. Each of Mr. Morcos and Mr. Fodera disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
6. These Warrants are currently exercisable, subject to the Blocker.

Remarks:

In connection with the Agreement and Plan of Merger, dated as of March 7, 2024, by and among the Issuer, Apogee Parent Inc., and Apogee Merger Sub Inc., the Reporting Persons entered certain agreements and arrangements with other shareholders of the Issuer and, accordingly, may be deemed to be members of a "group," as such term is defined in Section 13(d)(3) of the Act and Rule 13d-5 thereunder, with such other shareholders of the Issuer. Collectively, such "group" may be deemed to beneficially own approximately 26.3% of the shares of the Issuer's Class A Common Stock outstanding. Accordingly, the Reporting Persons are filing this Form 3 by virtue of their deemed membership in such "group." Exhibit List: Exhibit 24 - Power of Attorney

/s/ Baldo Fodera,
Attorney-in-Fact for 03/18/2024
Alexander Morcos
JMCM Holdings LLC By:
/s/ Baldo Fodera, Co- 03/18/2024
Manager
MH Orbit LLC By: /s/ 03/18/2024

Baldo Fodera, Co-
Manager

/s/ Baldo Fodera

03/18/2024

** 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 5 (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.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby makes, constitutes and appoints Baldo Fodera, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13 or Section 16 of the Securities Exchange Act of 1934, Rule 144 under the Securities Act of 1933 ("Rule 144"), or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's person capacity or in the undersigned's capacity as the sole member and co-manager of JMCM Holdings LLC (the "Company"), any and all reports under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144, with respect to the any security of the Company, including Forms 3, 4 and 5, Schedules 13D and 13G, and Form 144;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D or 13G, or Form 144, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d) or Section 16 of the Securities Exchange Act of 1934 or Rule 144.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports with the SEC with respect to the undersigned's and the Company's holdings of and transactions in securities, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein at a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of November, 2023.

/s/ Alexander Morcos
Signature

Alexander Morcos
Print Name