

**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): September 12, 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 Capital 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 3.03 Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As previously announced, on July 6, 2023, the Board of Directors of the Company (the “Board”) approved an amendment to the Second Amended and Restated Certificate of Incorporation (the “Reverse Stock Split Amendment”) of Astra Space, Inc. (the “Company”) to effect (a) a 1-for-15 reverse stock split of the shares of the Company’s Class A common stock (the “Class A common stock”), par value \$0.0001 per share, and (b) a 1-for-15 reverse stock split of the shares of the Company’s Class B common stock (the “Class B common stock”), par value \$0.0001 per share on September 13, 2023 (collectively, the “Reverse Stock Split”). The stockholders of the Company, at the 2023 annual meeting held on June 8, 2023 (the “Annual Meeting”), had previously approved the Reverse Stock Split 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 stock split to be determined by the Board, in its discretion, no later than June 8, 2024.

On September 12, 2023, the Company amended its existing Second Amended and Restated Certificate of Incorporation (the “Prior Certificate”), to implement the Reverse Stock Split by filing the Certificate of Amendment (the “Amendment”) to Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware. The Amendment will become effective at 4:01 PM Eastern Time on September 13, 2023 (the “Effective Time”), thereby giving effect to the Reverse Stock Split. The Prior Certificate was further amended, as of the Effective Time, to clarify the treatment of any fractional shares of Common Stock in connection with the Reverse Stock Split.

The Class A common stock will begin trading on a Reverse Stock Split-adjusted basis on the Nasdaq Capital Market when the market opens on September 14, 2023. The trading symbol for the Class A common stock will remain “ASTR.” The Class A common stock was assigned a new CUSIP number (04634X202) following the Reverse Stock Split.

The Company will adjust the number of shares available for future grant under its equity incentive plan and employee stock purchase plans and will also adjust the number of outstanding awards, the exercise price per share of outstanding stock options and other terms of outstanding awards issued to reflect the effects of the Reverse Stock Split.

The Company will also adjust the number of shares available for issuance upon the exercise of outstanding warrants to issue Class A common stock as well as the exercise price to reflect the effects of the Reverse Stock Split.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosures.**

On September 13, 2023, the Company issued a press release announcing the anticipated completion of the reverse stock split. A copy of the Company’s press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 7.01 and the accompanying exhibit is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18. Furthermore, the information contained in this Item 7.01 and the accompanying exhibit shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

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**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Astra Space, Inc.</a>
99.1	<a href="#">Press Release dated September 13, 2023.</a>
104	Cover Page Interactive Data File (embedded with 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: September 13, 2023

Astra Space, Inc.

By: /s/ Axel Martinez

Name: Axel Martinez

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT  
TO  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ASTRA SPACE, INC.**

Astra Space, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), hereby certifies that:

1. The name of the Corporation is Astra Space, Inc. The Corporation’s Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware on June 2, 2020, under the name of Holicity, Inc.
2. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 5, 2020.
3. The Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 30, 2021 (the “Charter”).
4. The Board of Directors of the Corporation (the “Board”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, duly adopted resolutions to amend the Charter as follows:

Article IV of the Charter is hereby amended by adding the following new paragraph C, Reverse Stock Split, at the end of Article IV:

“That, effective upon the Effective Time of this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation (this “Certificate of Amendment”) with the Secretary of State of the State of Delaware, a one-for-fifteen reverse stock split of the Corporation’s Class A Common Stock, par value \$0.0001 per share (“Class A Common Stock”) and Class B Common Stock, par value \$0.0001 per share (“Class B Common Stock”), shall become effective, pursuant to which: (i) each fifteen shares of Class A Common Stock outstanding and held of record by each stockholder of the Corporation (including treasury shares, if applicable) immediately prior to the Effective Time shall be reclassified and combined into one validly issued, fully paid and nonassessable share of Class A Common Stock automatically and without any action by the holder thereof upon the Effective Time and shall represent one share of Class A Common Stock from and after the Effective Time; and (ii) each fifteen shares of Class B Common Stock outstanding and held of record by each stockholder of the Corporation (including treasury shares, if applicable) immediately prior to the Effective Time shall be reclassified and combined into one validly issued, fully paid and nonassessable share of Class B Common Stock automatically and without any action by the holder thereof upon the Effective Time and shall represent one share of Class B Common Stock from and after the Effective Time (such reclassification and combination of shares, the “Reverse Stock Split”). The par value of the Class A Common Stock and the Class B Common Stock following the Reverse Stock Split shall remain at \$0.0001 per share. No fractional shares of Class A Common Stock or Class B Common Stock shall be issued as a result of the Reverse Stock Split and, in lieu thereof, upon surrender after the Effective Time of a book entry position which formerly represented shares of Class A Common Stock or Class B Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Class A Common Stock or Class B Common Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to a rounding up of their fractional share to the nearest whole share. No stockholder will receive cash in lieu of fractional shares. Each book entry position that, immediately prior to the Effective Time, represented shares of Class A Common Stock or Class B Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that

number of whole shares of Class A Common Stock or Class B Common Stock, as applicable, after the Effective Time into which the shares formerly represented by such certificate or book entry position have been reclassified (subject to the adjustment for fractional shares as described above); provided, however, that each person of record holding a book entry position that represented shares of Class A Common Stock or Class B Common Stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such book entry position, a new book entry position evidencing and representing the number of whole shares (subject to the adjustment for fractional shares as described above); of Class A Common Stock or Class B Common Stock, as applicable, after the Effective Time into which the shares of Class A Common Stock or Class B Common Stock, as applicable, formerly represented by such certificate or book entry position shall have been reclassified.”

5. Thereafter pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval and was duly adopted at an annual meeting of the stockholders of the Corporation, in accordance with the provisions of Section 242 of the DGCL.
6. All other provisions of the Charter as currently on file with the Secretary of State of the State of Delaware shall remain in full force and effect.
7. The effective date and time of this Certificate of Amendment shall be 4:01PM ET on September 13, 2023 (the “Effective Time”).

IN WITNESS WHEREOF, the Corporation on has caused this Certificate of Amendment to be duly executed and acknowledged in its name and on its behalf by an authorized officer this 12th day of September, 2023

**ASTRA SPACE, INC.**

By: /s/ Axel Martinez  
Name: Axel Martinez  
Title: Chief Financial Officer

**ASTRA SPACE, INC. ANNOUNCES REVERSE STOCK SPLIT**

*1-for-15 Reverse Stock Split for Class A Common Stock Expected to Begin Trading on Reverse Split-Adjusted Basis on September 14, 2023*

Alameda, California – September 13, 2023 – Astra Space, Inc. (NASDAQ: ASTR) (“Astra” or the “Company”) is announcing that the Company’s Board of Directors has approved a reverse stock split (the “Reverse Stock Split”) of Astra’s Class A common stock, par value \$0.0001 (the “Class A common stock”) per share, and Astra’s Class B common stock, par value \$0.0001 (the “Class B common stock”) at a ratio of 1-for-15 (the “Reverse Stock Split Ratio”). The Reverse Stock Split is expected to become effective immediately after the close of the trading day on the Nasdaq Capital Market (the “NASDAQ”) on September 13, 2023 (the “Effective Time”) and the Class A Common Stock will begin trading on the NASDAQ on a reverse split-adjusted basis on September 14, 2023 under the ticker symbol “ASTR”.

Following the Reverse Stock Split, the Company’s Class A common stock will have a new CUSIP number (04634X202).

When the Reverse Stock Split is effective, every 15 shares of Class A Common stock issued and outstanding or held as treasury stock (if applicable) as of the Effective Time will be automatically combined and reclassified into one share of Class A common stock. The par value per share of the Class A common stock and number of shares of Class A common stock authorized under the Company’s Certificate of Incorporation will not change.

When the Reverse Stock Split is effective, every 15 shares of Class B Common stock issued and outstanding or held as treasury stock (if applicable) as of the Effective Time will be automatically combined and reclassified into one share of Class B common stock. The par value per share of the Class B common stock and number of shares of Class B common stock authorized under the Company’s Certificate of Incorporation will not change. The Class B common stock is not publicly traded.

Continental Stock Transfer & Trust Company is acting as transfer and exchange agent for the Reverse Stock Split. Registered stockholders who hold shares of Class A common stock and Class B common stock in uncertificated form are not required to take any action to receive post-reverse split shares and holders of certificated shares will receive instructions from the Company’s transfer agent. Stockholders owning shares through an account at a brokerage firm, bank, dealer, custodian or other similar organization acting as nominee will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to such broker’s particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

Additional information about the Reverse Stock Split can be found in Astra’s definitive proxy statement filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 28, 2023, which is available free of charge at the SEC’s website, [www.sec.gov](http://www.sec.gov), and on Astra’s Investor Relations website at [investors.astra.com](http://investors.astra.com).

**About Astra Space, Inc.**

Astra’s mission is to Improve Life on Earth from Space® by creating a healthier and more connected planet. Astra pursues that mission through its Launch Services and Space Products businesses. Astra’s Launch Services business offers one of the lowest cost-per-launch dedicated orbital launch services of any operational launch provider in the world. Astra delivered its first commercial launch to low Earth orbit in 2021, making it the fastest company in history to reach this milestone, just five years after it was founded

in 2016. Astra's Space Products business offers one of the industry's first flight-proven electric propulsion systems for satellites, the Astra Spacecraft Engine™. Astra Spacecraft Engines™ have extensive on-orbit flight heritage and are available as fully assembled units or as individual components in the Astra Propulsion Kit. Astra (NASDAQ: ASTR) was the first space launch company to be publicly traded on Nasdaq. Visit [astra.com](http://astra.com) to learn more about Astra.

### **Safe Harbor**

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. The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: (i) our failure to meet projected development and delivery targets, including as a result of the decisions of governmental authorities or other third parties not within our control or delays associated with our move-in to our new production facility; (ii) changes in applicable laws or regulations; (iii) the ability of the Astra to meet its financial and strategic goals, due to, among other things, competition; (iv) the ability of Astra to pursue a growth strategy and manage growth profitability; (v) the possibility that Astra may be adversely affected by other economic, business, and/or competitive factors and (vi) other risks and uncertainties described discussed from time to time in other reports and other public filings with the Securities and Exchange Commission, including our registration statements, annual reports and quarterly reports.

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