

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Gall Ulrich</u> _____ (Last) (First) (Middle) <u>SEEBROOKSBERG 2</u> _____ (Street) <u>SCHWENTINENTAL 2M</u> <u>24222</u> _____ (City) (State) (Zip)	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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/18/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <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.		

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	07/18/2024		J ⁽¹⁾		2,667 ⁽²⁾	D	\$0.5 ⁽²⁾	0	D	

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
Convertible Notes	\$0.808 ⁽³⁾	07/18/2024		J ⁽¹⁾			\$200,000	03/07/2024 ⁽³⁾	11/13/2025	Class A Common Stock	247,525	\$200,000	0	D	

Explanation of Responses:

- On July 18, 2024, Apogee Parent, Inc. ("Parent") acquired the issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the issuer, Parent and Apogee Merger Sub, a direct, wholly owned subsidiary of Parent ("Merger Sub"), dated as of March 7, 2024 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the issuer, with the issuer surviving such merger as a wholly owned subsidiary of Parent (the "Merger").
- In connection with the consummation of the Merger and pursuant to the Merger Agreement, such shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock") were automatically canceled and converted into the right to receive \$0.50 per share in cash, without interest.
- On March 8, 2024, the Reporting Person purchased convertible notes, aggregate principal amount \$200,000, from the issuer (the "Convertible Notes") at an initial conversion price of \$0.808 per share and accrued interest payable in kind. Upon consummation of the Merger and pursuant to a noteholder conversion agreement entered into, and in connection with, the Merger, such Convertible Notes (including accrued interest thereon) were converted into newly issued shares of Series A preferred stock, par value \$0.0001 per share, of Parent at a price per share of \$0.404 per share.

Remarks:

The Reporting Person, together with Adam London, Chris Kemp, Chris Kemp Living Trust dated February 10, 2021, SherpaVentures Fund II, LP, SherpaVentures Fund II GP, LLC, Eagle Creek Capital, LLC, Scott Stanford, Astera Institute, RBH Ventures Astra SPV, LLC, JMCM Holdings LLC, Baldo Fodera, Alexander Morcos, MH Orbit LLC and ERAS Capital LLC (the "Selected Investors") may comprise a group within the meaning of Section 13(d)(3) of the Exchange Act that collectively beneficially owns greater than 10% of the registered securities of the Issuer. The Reporting Person expressly disclaims beneficial ownership over the shares beneficially owned by the Selected Investors.

/s/ Ulrich Gall

07/19/2024

** 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 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.