

**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): November 6, 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<br>Symbol(s) | Name of each exchange<br>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. ☐

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**Item 7.01 Regulation FD Disclosure.**

On November 6, 2023, Astra Space, Inc. issued a press release announcing the closing of additional debt financing and the waiver of previously announced defaults. A copy of the press release is furnished hereto as Exhibit 99.1.

The information set forth in this Item 7.01 (including the information set forth in Exhibit 99.1) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 99.1               | <a href="#">Press Release dated November 6, 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: November 6, 2023

**ASTRA SPACE, INC.**

By: /s/ Axel Martinez

Name: Axel Martinez

Title: Chief Financial Officer

**Astra Announces Closing of Additional Debt Financing and Waiver of Previously Announced Defaults***Financing provided by affiliates of two early investors in Astra*

Alameda, California – November 6, 2023 – Astra Space, Inc. (“Astra”)(Nasdaq: ASTR) announced today that it has closed an initial financing with JMCM Holdings LLC (“JMCM”) and Sherpa Venture Funds II, LLP (together with JMCM, the “Investors”), affiliates of two early investors in Astra, for a total investment amount of approximately \$13.4 million (the “Initial Financing”) pursuant to a reaffirmation agreement and omnibus amendment agreement dated November 6, 2023 (the “Initial Financing Agreement”). This Initial Financing is connected to Astra’s announcement in a report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on October 23, 2023 of the execution of a non-binding term sheet (the “Term Sheet”). The Term Sheet contemplates a financing of at least \$15.0 million, from the Investors and other potential investors, and up to \$25.0 million (the “Proposed Financing”).

The Initial Financing includes (1) a purchase by the Investors of the remaining \$8.0 million aggregate principal amount of senior secured notes (the “Existing Notes”) and associated warrants (the “Existing Warrants”) to purchase up to 1.5 million post-reverse stock split shares of Astra’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”) issued on August 4, 2023 from Astra’s senior secured creditor, pursuant to which Astra was in default under as of October 30, 2023, (2) a loan by the Investors to Astra and its subsidiaries in the aggregate principal amount of approximately \$3.05 million evidenced by senior secured bridge notes (the “Bridge Notes”) that will come due on November 17, 2023, that will rank equally as to payment and lien priority with the Existing Notes, that will be secured by the same collateral as the Existing Notes and that will be guaranteed by all of the subsidiaries of Astra, and (3) a sale to the Investors of warrants (the “Warrants”) to purchase up to 5,314,201 shares of Astra’s Class A Common Stock at a purchase price of \$0.125 per Warrant for an aggregate purchase price of approximately \$664,275 that are immediately exercisable at an exercise price of \$0.808 per share of Class A Common Stock, subject to certain adjustments and that expire on August 4, 2028.

Pursuant to the Initial Financing Agreement, the Investors have agreed to waive certain existing and prospective defaults and events of default under the Existing Notes, including the events of default under the Existing Notes described in Astra’s Form 8-K filed with the SEC on November 3, 2023, and the requirement for Astra to comply with the minimum liquidity financial covenant in the Existing Notes until November 17, 2023 to provide Astra with time to raise additional liquidity through various capital raising and cost cutting initiatives and strategic transactions (the “Strategic Plan”).

Astra is in continuing discussions concerning the Proposed Financing with the Investors. The funding contemplated by the Term Sheet is conditioned upon execution of final definitive documentation among the Company and the Investors; however there can be no assurance that the Company and the Investors will be able to negotiate definitive documentation on the terms specified in the Term Sheet or to consummate the Proposed Financing at all.

The Bridge Notes and the warrants have not been and will not be, and any securities issued in connection with the Proposed Financing will not be, registered under the Securities Act of 1933, as amended (the “Securities Act”) or the securities laws of any other jurisdiction. The Bridge Notes, the Warrants and any securities issued in connection with the Proposed Financing may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release does not constitute an offer to sell any security, including the Bridge Notes, the Warrants or any securities that may be issued in the Proposed Financing, nor a solicitation for an offer to purchase any security, including the Bridge Notes, the Warrants or any securities that may be issued in the Proposed Financing, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration, qualification, or exemption under the securities laws of any such jurisdiction.

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## About Astra Space, Inc.

Astra’s mission is to improve life on Earth from space by creating a healthier and more connected planet. Today, Astra offers one of the lowest cost-per-launch dedicated orbital launch services, and one of the industry’s leading flight-proven electric propulsion systems for satellites, Astra Spacecraft Engine. Visit [astra.com](http://astra.com) to learn more about Astra.

## Safe Harbor

The statements made herein concerning the Initial Financing and the Proposed Financing include “forward-looking statements.” Specific forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and can be identified by the use of, without limitation, words such as “may,” “will,” “expects,” “believes,” “anticipates,” “plans,” “estimates,” “projects,” “targets,” “forecasts,” “seeks,” “would,” “could” or the negative of such terms or other variations on such terms or comparable terminology. Similarly, statements that describe any objectives, the Strategic Plan, the Proposed Financing, involvement of the Investors in the Proposed Financing, plans or goals are forward-looking. The forward-looking statements are based on the Company’s current intent, belief, expectations, estimates and projections regarding the Company, the Strategic Plan and the Proposed Financing. These statements are not guarantees of future performance and involve risks, uncertainties, assumptions and other factors that are difficult to predict and that could cause actual results to differ materially. Accordingly, readers should not rely upon forward-looking statements as a prediction of actual results and actual results may vary materially from what is expressed in or indicated by the forward-looking statements. This cautionary statement is applicable to all forward-looking statements contained herein.

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