
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE 13D
(Rule 13d-101)**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)***

**ASTRA SPACE, INC.
(Name of Issuer)**

**Class B Common Stock, par value \$0.0001
(Title of Class of Securities)**

**Not Applicable
(CUSIP Number)**

**Astra Space, Inc.
1900 Skyhawk Street
Alameda, CA 94501
(866) 278-7217**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**June 30, 2021
(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--|---|--------------------------|
| 1. | NAME OF REPORTING PERSON | |
| | Chris Kemp | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3. | SEC USE ONLY | |
| 4. | SOURCE OF FUNDS | |
| | OO | |
| 5. | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | United States of America | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE VOTING POWER |
| | | 27,095,633 |
| | 8. | SHARED VOTING POWER |
| | 9. | SOLE DISPOSITIVE POWER |
| | | 27,095,633 |
| | 10. | SHARED DISPOSITIVE POWER |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 27,095,633 | |
| 12. | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 48.2%* | |
| 14. | TYPE OF REPORTING PERSON | |
| | IN | |

* Represents the percentage ownership based on 56,239,188 shares of Class B common stock of Astra Space, Inc. outstanding as of June 30, 2021 as reported in the Current Report on Form 8-K filed on June 30, 2021.

SCHEDULE 13D**Item 1. Security and Issuer.**

This Statement on Schedule 13D (this "Schedule 13D") relates to Class B common stock, par value \$0.0001 per share, (the "Class B Common Stock"), of Astra Space, Inc. (the "Issuer"), the principal executive offices of which are located at 1900 Skyhawk Street Alameda, CA 94501.

Prior to the Business Combination (as defined below), the Issuer was known as Holicity Inc., a Delaware corporation ("Holicity").

Item 2. Identity and Background.

(a) This Schedule 13D is filed on behalf of Mr. Chris Kemp (the "Reporting Person").

(b) The principal business address of the Reporting Person is 1900 Skyhawk Street Alameda, CA 9450.

(c) The present principal occupation of the Reporting Person is Director, President and Chief Executive Officer of the Issuer.

(d) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, the Reporting Person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Person is deemed to beneficially own 27,095,633 shares of Class B Common Stock of the Issuer as reflected in this Schedule 13D.

Item 4 below summarizes certain provisions of the Merger Agreement (as defined below) that pertain to the securities acquired by the Reporting Person. Pursuant to the Merger Agreement, upon consummation of the Business Combination, the shares of Class B common stock of Astra Space, Inc., a Delaware corporation ("Legacy Astra") beneficially owned by the Reporting Person were automatically converted into shares of Class B Common Stock of the Issuer.

Item 4. Purpose of Transaction.

On June 30, 2021 (the "Closing Date"), the Issuer consummated the previously announced business combination pursuant to that certain Agreement and Plan of Merger, dated as of February 2, 2021 (as amended and/or restated from time to time, the "Merger Agreement"), by and among the Issuer, Holicity Merger Sub, Inc., a newly-formed Delaware corporation ("Merger Sub"), and Legacy Astra. Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into Legacy Astra, with Legacy Astra surviving the merger as a wholly owned subsidiary of the Issuer (the "Business Combination"). As a result of the Business Combination, Legacy Astra became a wholly-owned subsidiary of the Issuer, with the stockholders of Legacy Astra becoming stockholders of the Issuer and each outstanding share of common stock and preferred stock of Legacy Astra was cancelled and extinguished and collectively converted into the right to receive shares of common stock of the Issuer in accordance with the Merger Agreement. Upon the consummation of the Business Combination, Holicity changed its name to "Astra Space, Inc."

As a result of the Business Combination, the Reporting Person received 27,095,633 shares of Class B Common Stock.

In connection with the Merger Agreement, certain of the Legacy Astra stockholders entered into an Investors' Rights Agreement with the Issuer (the "Investors' Rights Agreement"), pursuant to which the stockholders, including the Reporting Person, have agreed, subject to certain exceptions, not to dispose of or hedge any shares of Class B Common Stock or securities convertible into or exchangeable for shares of our Class B Common Stock of the Issuer received in connection with the transactions contemplated by the Merger Agreement during the period from the Closing Date continuing through the earliest of: (i) the date that is one year from the Closing Date, (ii) the last trading day when the last reported sale price of the Class B Common Stock equals or exceeds \$12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for 20 trading days within any 30-trading day period commencing at least 150 days after the Closing Date, or (iii) such date on which the Issuer completes a liquidation, merger, stock exchange, reorganization or other similar transaction that results in all of the Issuer's stockholders having the right to exchange their shares of Class B Common Stock for cash, securities or other property.

The foregoing description of the Investors' Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such agreement, which is attached as an exhibit to the Schedule 13D and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

(a) and (b)

Items 7-11 of the cover pages of this Schedule 13D are incorporated herein by reference.

(c) Except as described in Item 4, during the past 60 days, the Reporting Person has not effected any transactions with respect to the Class B Common Stock.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Mr. Kemp will be entitled to receive compensation and other benefits as an employee of the Issuer. In such capacity, he may also be granted equity awards with respect to the Class B Common Stock from time to time.

Except as set forth herein, the Reporting Person does not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

99.1 Form of Investors' Rights Agreement from certain of Legacy Astra stockholders, officers and directors (incorporated by reference to Exhibit 10.2 of the Issuer's Current Report on Form 8-K (filed with the SEC on February 02, 2021)).

99.2 Power of Attorney regarding filings under the Act.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 12, 2021

CHRIS KEMP

By: _____ *
Chris Kemp

By: /s/ Christopher Ricci

Christopher Ricci
As attorney-in-fact

* This schedule 13D was executed by Christopher Ricci on behalf of the individual listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 99.2.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Kelyn Brannon and Christopher Ricci with full power of substitution, as 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 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Astra Space, Inc. (the "Company"), Forms 3, 4, 5 and any Schedules 13D or 13G in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or Schedule 13D or 13G, 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 that, in the opinion of each 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 each 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 each such attorney-in-fact may approve in each such attorney-in-fact's discretion.

The undersigned hereby grants to each 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 each such attorney-in-fact, or each 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 each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5, and any Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each foregoing attorney-in-fact.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of June, 2021.

/s/ Chris Kemp

Name: Chris Kemp