

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Morcos Alexander</u>			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) _____ <b>See Remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/18/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" type="checkbox"/> Form filed by More than One Reporting Person _____		
C/O JMCM HOLDINGS LLC 450 LEXINGTON AVENUE, 38TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	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 <sup>(1)(2)</sup>		70,292	D	\$0.5 <sup>(2)</sup>	129,107	I	See footnote <sup>(10)</sup>
Class A Common Stock	07/18/2024		J <sup>(1)(3)</sup>		129,107	D	<sup>(3)</sup>	0	I	See footnote <sup>(10)</sup>

**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	Amount or Number of Shares				
Senior Secured Convertible Notes due 2025	\$0.808	07/18/2024		J <sup>(1)(4)</sup>			\$10,477,601.79	<sup>(4)(6)</sup>	11/15/2025	Class A Common Stock	11,944,715	<sup>(4)</sup>	0	I	See footnote <sup>(11)</sup>
Senior Secured Convertible Notes due 2025	\$0.808	07/18/2024		J <sup>(1)(5)</sup>			\$4,242,649.65	<sup>(5)(6)</sup>	11/15/2025	Class A Common Stock	4,950,495	<sup>(5)</sup>	0	I	See footnote <sup>(12)</sup>
Warrants	\$0.808	07/18/2024		J <sup>(1)(7)</sup>			1,500,000	<sup>(7)(9)</sup>	08/04/2028	Class A Common Stock	1,500,000	<sup>(7)</sup>	0	I	See footnote <sup>(11)</sup>
Warrants	\$0.808	07/18/2024		J <sup>(1)(7)</sup>			3,101,433	<sup>(7)(9)</sup>	11/06/2028	Class A Common Stock	3,101,433	<sup>(7)</sup>	0	I	See footnote <sup>(11)</sup>
Warrants	\$0.808	07/18/2024		J <sup>(1)(7)</sup>			1,082,921	<sup>(7)(9)</sup>	11/13/2028	Class A Common Stock	1,082,921	<sup>(7)</sup>	0	I	See footnote <sup>(11)</sup>
Warrants	\$0.808	07/18/2024		J <sup>(1)(8)</sup>			1,732,673	<sup>(8)(9)</sup>	01/19/2029	Class A Common Stock	1,732,673	<sup>(8)</sup>	0	I	See footnote <sup>(12)</sup>

1. Name and Address of Reporting Person\*  
Morcos Alexander

(Last) (First) (Middle)  
C/O JMCM HOLDINGS LLC  
450 LEXINGTON AVENUE, 38TH FLOOR

(Street)  
NEW YORK NY 10017

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

**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, these shares of Class A Common Stock were automatically canceled and converted into the right to receive \$0.50 per share in cash, without interest.
- Pursuant to an equity commitment letter entered into in connection with, and effective upon, the Merger, these shares of Class A Common Stock were converted into newly issued shares of Series A preferred stock, par value \$0.0001 per share, of Parent (the "Parent Series A Preferred Stock").
- Pursuant to a noteholder conversion agreement entered into in connection with, and effective upon, the Merger, these Senior Secured Convertible Notes due 2025 (the "Convertible Notes") (including accrued interest thereon) were converted into 25,934,658 newly issued shares of Parent Series A Preferred Stock at a conversion rate of \$0.404.
- Pursuant to a noteholder conversion agreement entered into in connection with, and effective upon, the Merger, these Convertible Notes (including accrued interest thereon) were converted into 10,501,609 newly issued shares of Parent Series A Preferred Stock at a conversion rate of \$0.404.
- The holders of the Convertible Notes had the right to, 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 was subject to adjustment in accordance with the terms of the Convertible Notes and standard adjustments in the event of any stock split, stock dividend, stock combination, recapitalization, or other similar transactions.
- Pursuant to a warrant exchange agreement entered into in connection with, and effective upon, the Merger, such warrants were converted into 5,684,354 warrants to purchase shares of Parent Series A Preferred Stock at an exercise price of \$0.404.
- Pursuant to a warrant exchange agreement entered into in connection with, and effective upon, the Merger, such warrants were converted into 1,732,673 warrants to purchase shares of Parent Series A Preferred Stock at an exercise price of \$0.404.
- These warrants were exercisable.
- These shares of Class A Common Stock were 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 disclaimed beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- These securities were 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 disclaimed beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- These securities were 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 disclaimed beneficial ownership of these securities except to the extent of his pecuniary interest therein.

**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 have been 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 which, collectively may have been deemed to beneficially own approximately more than 10% of the shares of the Issuer's Class A Common Stock outstanding. Upon completion of the Merger, the Reporting Persons ceased to be deemed members of such "group."

<a href="#">/s/ Baldo Fodera, Attorney-in-Fact for Alexander Morcos</a>	<a href="#">07/22/2024</a>
<a href="#">JMCM Holdings LLC By: /s/ Baldo Fodera, Co-Manager</a>	<a href="#">07/22/2024</a>
<a href="#">MH Orbit LLC By: /s/ Baldo Fodera, Co-Manager</a>	<a href="#">07/22/2024</a>
<a href="#">/s/ Baldo Fodera</a>	<a href="#">07/22/2024</a>
** 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.