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

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**ASTRA SPACE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**14-1916687**  
(I.R.S. Employer  
Identification No.)

**1900 Skyhawk Street, Alameda, CA**  
(Address of Principal Executive Offices)

**94501**  
(Zip Code)

**Astra Space, Inc. 2021 Omnibus Incentive Plan, as amended  
Astra Space, Inc. 2021 Employee Stock Purchase Plan**  
(Full title of the plan)

**Chris Kemp**  
Chief Executive Officer  
1900 Skyhawk Street  
Alameda, CA 94501  
(Name and address of agent for service)

**(866) 278-7217**  
(Telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

**Katheryn A. Gettman, Esq.**  
Cozen O'Connor P.C.  
33 South 6th Street, Suite 3800  
Minneapolis, Minnesota 55402  
(612) 260-9000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This registration statement on Form S-8 (this “Registration Statement”) is filed by Astra Space, Inc., a Delaware corporation (the “Registrant”), to register an additional 19,148,738 shares of its Class A common stock, par value \$0.0001 per share (the “Class A common stock”), issuable under the Astra Space, Inc. 2021 Omnibus Incentive Plan, as amended (the “Incentive Plan”). The Incentive Plan was originally approved by the Registrant’s stockholders on June 30, 2021, authorizing 36,765,000 shares of Class A common stock for issuance thereunder. Under the terms of the Incentive Plan, the shares of Class A common stock authorized for issuance thereunder was increased by 13,148,738 to 49,913,738 on January 1, 2022. Further, the Registrant’s board of directors has approved an amendment to the Incentive Plan to increase the number of shares of Class A common stock authorized for issuance thereunder by 6,000,000, or from 49,913,738 to 55,913,738 shares. The amendment to the Incentive Plan was subsequently approved at the Registrant’s 2022 Annual Meeting of Stockholders on May 31, 2022.

This Registration Statement is also filed by the Registrant to register an additional 2,629,748 shares of Class A common stock issuable under the Astra Space, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”). The ESPP was originally approved by the Registrant’s stockholders on June 30, 2021, authorizing 5,000,000 shares of Class A common stock for issuance thereunder. Under the terms of the ESPP, the shares of Class A common stock authorized for issuance thereunder was increased by 2,629,748 to 7,629,748 on January 1, 2022.

Pursuant to General Instruction E of Form S-8, the contents of the registration statement on Form S-8, File No. 333-259467, filed with the Securities and Exchange Commission (the “SEC”) on September 10, 2021, is incorporated herein by reference and made a part of this registration statement, except as amended hereby.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

We incorporate by reference herein the following documents filed by the Registrant with the SEC pursuant to the Securities Act and pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

- (a) the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the SEC on March 31, 2022;
- (b) the Registrant's Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2022, filed with the SEC on May 5, 2022;
- (c) the Registrant's Current Reports on Form 8-K filed with the SEC on [January 3, 2022](#), [February 1, 2022](#), [February 9, 2022](#), [February 10, 2022](#), [February 14, 2022](#), [February 22, 2022](#), [March 3, 2022](#), [March 7, 2022](#), [March 14, 2022](#), [March 15, 2022](#), [March 17, 2022](#) (Item 8.01 only), [March 22, 2022](#), [March 23, 2022](#), [April 7, 2022](#), [April 12, 2022](#), [April 28, 2022](#) (Items 5.02 and 8.01 only), [May 5, 2022](#), [May 6, 2022](#), [May 10, 2022](#), [May 17, 2022](#), and [June 3, 2022](#).
- (d) the Registrant's Current Reports on Form 8-K/A filed with the SEC on [February 1, 2022](#) and [March 30, 2022](#);
- (e) the description of the Registrant's securities contained in the Registrant's amendments to the Registration Statement on Form S-1, filed with the SEC on [July 30, 2021](#) and [August 9, 2021](#).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is incorporated or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

**Item 8. Exhibits.**

**Exhibit**

- 4.1 [Second Amended and Restated Certificate of Incorporation of Astra Space, Inc. \(incorporated by reference to the Company's Current Report on Form 8-K, filed with the SEC on July 1, 2021\).](#)
- 4.2 [Amended and Restated Bylaws of Astra Space, Inc. \(incorporated by reference to the Company's Current Report on Form 8-K, filed with the SEC on July 1, 2021\).](#)
- 4.3 [Astra Space, Inc. 2021 Omnibus Incentive Plan, as amended \(incorporated by reference to Appendix A of the Company's Proxy Statement for the 2022 Annual Meeting of Stockholders \(File No. 001-39426\), filed with the SEC on April 28, 2022\).](#)
- 4.4 [Astra Space, Inc. 2021 Employee Stock Purchase Plan \(incorporated by reference to Annex G of Holicity Inc.'s Proxy Statement/Prospectus on Form 424B3 \(Reg. No. 333-255703\), filed with the SEC on June 8, 2021\).](#)
- 5.1 [Opinion of Cozen O'Connor P.C. \(filed herewith\).](#)
- 23.1 [Consent of Grant Thornton LLP, independent registered public accounting firm for Astra Space, Inc. \(filed herewith\).](#)
- 23.2 [Consent of Cozen O'Connor P.C. \(included in the opinion filed as Exhibit 5.1\).](#)
- 24.1 [Powers of Attorney \(included on the signature page in Part II\).](#)
- 107 [Filing fee table \(filed herewith\).](#)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alameda, California, on this 10th day of June, 2022.

**ASTRA SPACE, INC.**

By: /s/ Chris Kemp

Name: Chris Kemp

Title: Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Kelyn Brannon his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Astra Space, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute, may lawfully do or cause to be done by virtue hereof.

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| <u>Signature</u>                                | <u>Title</u>   | <u>Date</u>   |
|---|--|---------------|
| <u>/s/ Chris Kemp</u><br>Chris Kemp             | Chief Executive Officer and Chairman of the Board<br><i>(Principal Executive Officer)</i>        | June 10, 2022 |
| <u>/s/ Adam London</u><br>Adam London           | Chief Technology Officer and Director  | June 10, 2022 |
| <u>/s/ Kelyn Brannon</u><br>Kelyn Brannon       | Chief Financial Officer<br><i>(Principal Financial Officer and Principal Accounting Officer)</i> | June 10, 2022 |
| <u>/s/ Michael Lehman</u><br>Michael Lehman     | Director   | June 10, 2022 |
| <u>/s/ Scott Stanford</u><br>Scott Stanford     | Director   | June 10, 2022 |
| <u>/s/ Michèle Flournoy</u><br>Michèle Flournoy | Director   | June 10, 2022 |
| <u>/s/ Lisa Nelson</u><br>Lisa Nelson           | Director   | June 10, 2022 |



June 10, 2022

Astra Space, Inc.  
1900 Skyhawk Street  
Alameda, CA 94501

Re: Astra Space, Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Astra Space, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-8, filed with the U.S. Securities and Exchange Commission (the "Commission") on or about the date first written above (as amended from time to time, the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the registration of 19,148,738 shares (the "Incentive Plan Shares") of the Company's Class A common stock, par value \$0.0001 per share (the "Common Stock"), pursuant to the terms of the Astra Space, Inc. 2021 Omnibus Incentive Plan, as amended (the "Incentive Plan"), and with respect to the registration of 2,629,748 shares (the "ESPP Shares" and, together with the Incentive Plan Shares, the "Plan Shares"), of the Company's Common Stock pursuant to the terms of the Astra Space, Inc. 2021 Employee Stock Purchase Plan (the "ESPP").

As counsel to the Company, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction of the Incentive Plan and ESPP, as applicable; the Certificate of Incorporation of the Company as currently in effect; the Bylaws of the Company as currently in effect; the relevant corporate proceedings of the Company; the Registration Statement, together with the exhibits filed as part thereof or incorporated therein by reference, covering the registration of the Plan Shares under the Securities Act; a management certificate addressed to us, dated of even date herewith and executed by the Company, containing certain factual representations; and such other corporate records, certificates, other documents, and questions of law as we have considered necessary or appropriate for the purposes of this opinion.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to this opinion that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

Based on the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Plan Shares have been duly authorized and when the Plan Shares have been duly issued and delivered pursuant to the terms of the Incentive Plan and ESPP, as applicable, and in a manner and for the consideration stated in the Registration Statement and the prospectuses thereto, such Plan Shares will be validly issued, fully paid and non-assessable.

We express no opinion as to the applicability or compliance with or effect of federal law or the law of any other jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission. This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

This opinion has been prepared for your use in connection with the issuance of the Plan Shares under the Incentive Plan and ESPP, as applicable, and speaks as of the date hereof. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify the opinions expressed herein.

It is understood that this opinion is to be used only in connection with the issuance of the Plan Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Cozen O'Connor P.C.

Cozen O'Connor P.C.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 31, 2022 with respect to the consolidated financial statements of Astra Space, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2021, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ Grant Thornton LLP

Phoenix, Arizona  
June 10, 2022



**Calculation of Filing Fee Tables**  
**Form S-8**  
(Form Type)

**Astra Space, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type          | Security Class Title                               | Fee Calculation Rule or Instruction | Amount Registered <sup>(1)(2)</sup> | Proposed Maximum Aggregate Offering Price Per Unit <sup>(3)</sup> | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|------------------------|--|-------------------------------------|-------------------------------------|---|----------------------------------|----------|----------------------------|
| Equity                 | Class A common stock, par value \$0.0001 per share | Other                               | 19,148,738 <sup>(4)</sup>           | \$2.27  | \$43,467,635.30                  | .0000927 | \$4,029.45 <sup>(6)</sup>  |
| Equity                 | Class A common stock, par value \$0.0001 per share | Other                               | 2,629,748 <sup>(5)</sup>            | \$2.27  | \$5,969,527.96                   | .0000927 | \$553.38 <sup>(6)</sup>    |
| Total Offering Amounts |  |                                     |                                     |   | \$49,437,163.26                  | –        | \$4,582.83                 |
| Total Fee Offsets      |  |                                     |                                     |   |                                  |          | –                          |
| Net Fee Due            |  |                                     |                                     |   |                                  |          | \$4,582.83                 |

- (1) This registration statement on Form S-8 (this “Registration Statement”) covers an indeterminate number of options and other rights to acquire Class A common stock up to the number of shares of Class A common stock, par value \$0.0001 per share (the “Class A common stock), of Astra Space, Inc. (the “Registrant”) set forth in the above table, to be granted pursuant to the Astra Space, Inc. 2021 Omnibus Incentive Plan, as amended (the “Incentive Plan”) and under the Astra Space, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Class A common stock that become issuable under the Incentive Plan and ESPP by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which would result in an increase in the number of outstanding shares of Class A common stock.
- (3) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The price of \$2.27 per share represents the average of the high and low sales prices of the common stock as reported on The Nasdaq Global Select Market on June 9, 2022.

- (4) Represents shares of Class A common stock reserved for issuance pursuant to future awards under the Incentive Plan. The total number of shares of Class A common stock under the Incentive Plan will automatically increase on January 1 of each calendar year from 2023 to 2030, by the lesser of 5% of the number of shares of Class A common stock and Class B Common Stock, par value \$0.0001 per share, outstanding as of the close of business on the immediately preceding December 31 and the number of shares determined by the Astra Space, Inc. board of directors on or prior to such date for such year. Notwithstanding the foregoing, the plan administrator may act prior to January 1 of a given year to provide that there will be no such increase in the share reserve for that year or that the increase in the share reserve for such year will be a lesser number of shares than as provided in the Incentive Plan. Such additional shares have not been included in this Registration Statement.
- (5) Represents shares of Class A Common Stock reserved for issuance pursuant to future awards under the ESPP. The total number of shares of Class A Common Stock under the ESPP will automatically increase on January 1 of each calendar year from 2023 to 2030 by the lesser of 1% of the sum of the number of shares of Class A Common Stock and Class B Common Stock outstanding as of the close of business on the immediately preceding December 31 and the number of shares determined by the board of directors on or prior to such date for such year. Notwithstanding the foregoing, the plan administrator may act prior to January 1 of a given year to provide that there will be no such increase in the share reserve for that year or that the increase in the share reserve for such year will be a lesser number of shares than as provided in the ESPP. Such additional shares have not been included in this Registration Statement.
- (6) Pursuant to General Instruction E to Form S-8, a filing fee is being paid only with respect to the registration of additional shares of Class A common stock being registered pursuant to the Incentive Plan and the ESPP. A Registration Statement on Form S-8 has been filed previously on September 10, 2021 (File No. 333-259467) covering an aggregate of 41,765,000 shares of Class A common stock reserved for issuance pursuant to the Incentive Plan and the ESPP.