

ASTRA SPACE, INC.

**Primary Offering Of
15,333,303 Shares of Class A Common Stock**

**Secondary Offering of
189,026,575 Shares of Class A Common Stock**

This prospectus supplement amends and supplements the prospectus dated August 12, 2021 (as supplemented or amended from time to time, the “Prospectus”), which forms a part of our Registration Statement on Form S-1 (No. 333-257930). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 17, 2022 (the “Current Report”). Accordingly, we have attached the Current Report to this prospectus supplement.

The Prospectus and this prospectus supplement also relate to the offer and sale, from time to time, by the selling securityholders named in this prospectus (the “Selling Securityholders”), or any of their permitted transferees, of (i) up to an aggregate of 20,000,000 shares of our Class A common stock that were issued to certain investors (collectively, the “PIPE Investors”) in a private placement in connection with the closing of the Business Combination (as defined herein); (ii) 7,500,000 shares of Class A common stock issued to the Sponsor prior to Holicity’s initial public offering and registered for sale by the Selling Securityholders; (iii) up to an aggregate of 92,277,793 shares of Class A common stock that were issued to certain affiliates of Astra (collectively, the “Astra Affiliates”) pursuant to the Business Combination Agreement (as defined herein); (iv) up to an aggregate 56,239,188 shares of Class A common stock issuable upon conversion (on a one-for-one basis) of shares of our Class B common stock, par value \$0.0001 per share (“Class B Common Stock”) held by certain Selling Securityholders and (v) up to an aggregate of 7,676,261 shares of our Class A common stock issued in connection with our acquisition of Apollo Fusion, Inc. (“Apollo Fusion”), which closed on July 1, 2021 comprised of (x) 2,558,744 shares of our Class A common stock (the “Initial Apollo Shares”) issued to certain of the Selling Securityholders on July 1, 2021, in connection with our merger with Apollo Fusion, Inc. (“Apollo Fusion”) and (y) 5,117,517 additional shares of our Class A common stock (the “Additional Apollo Shares”) which may be issued to certain of the Selling Securityholders assuming (a) the achievement of all remaining performance milestones set forth in the Apollo Fusion Merger Agreement (as defined herein), (b) we elect to pay all future milestone consideration in shares of our Class A common stock as required by the terms the Apollo Fusion Merger Agreement, and (c) the per share price used to calculate the number of shares of our Class A common stock to be issued is \$11.7243, which is the same per share price used to calculate the number of Initial Shares issued to the Selling Securityholders. The Additional Shares have not been earned and are not currently outstanding. The actual number of Additional Shares issued to the selling stockholders could be materially greater or less than 5,117,517 shares of Class A common stock depending whether and to what extent the future performance milestones are met and/or the actual average closing price of our Class A common stock at the time such milestones are achieved. The Prospectus and this prospectus supplement also cover any additional securities that may become issuable by reason of share splits, share dividends or other similar transactions.

Our Class A common stock is listed on Nasdaq under the symbol “ASTR”. On March 16, 2022, the closing price of our Class A common stock was \$3.76 per share.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Investing in our securities involves risks that are described in the “Risk Factors” section beginning on page 15 of the Prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 17, 2022.

**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): March 17, 2022

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 Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	ASTR	NASDAQ Global Select 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. ☐

Item 2.02 Results of Operations and Financial Condition.

On March 17, 2022, Astra Space, Inc. (“Astra” or the “Company”) issued a press release, which included certain information regarding the financial results for the Company for the fourth quarter and year ended December 31, 2021.

The information contained in this Item 2.02 of this Current Report on Form 8-K (including the press release furnished as an exhibit hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or 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 8.01 Other Events.

In conjunction with preparing its annual report on Form 10-K for the year ended December 31, 2021 (the “Annual Report”), the Company recently became aware that at the end of 2021 its filer status changed from non-accelerated filer to large accelerated filer. As a result of this change in status, the Annual Report was due to be filed on March 1, 2022 rather than on March 31, 2022, the date towards which the Company has been working to file the Annual Report.

The Company’s filing status is based on its public float as of June 30, 2021, which was also the effective date of the closing of Holicity, Inc.’s (now Astra’s) business combination with Astra Space, Inc. (now Astra Space Operations Inc.). At the time of the closing of this business combination, the Company’s filing status was determined to be a non-accelerated filer, and the Company incorrectly believed that its status as a non-accelerated filer, based on its public float, did not need to be remeasured until June 30, 2022. The Company was required to recalculate its public float as of June 30, 2021, and its public float as of that date makes it a large accelerated filer, rather than a non-accelerated filer as it had previously believed.

As a result of this change in filing status, the Company is also no longer an emerging growth company. The Company expects to file its Annual Report on the date it had been targeting March 31, 2022, to allow it additional time to complete its year-end closing procedures in conjunction with this change.

As a result of the foregoing, the Company is rescheduling its conference call to report its financial results for the fourth quarter and year ended December 31, 2021, which was originally scheduled for March 17, 2022. Accordingly, the conference call has been rescheduled to Thursday, March 31, 2022 at 1:30 p.m. PT (4:30 p.m. ET).

A copy of the press release announcing the events described above is included in this Current Report on Form 8-K as Exhibit 99.1.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Actual results may differ materially from the expectations the Company describes in its forward-looking statements. Substantial reliance should not be placed on forward-looking statements because they involve unknown risks, uncertainties and other factors, which are, in some cases, beyond the control of the Company. Important factors that could cause actual results to differ materially from expectations include, but are not limited to findings and conclusions of the Audit Committee’s review; the Company’s expectations regarding materiality or significance; the effectiveness of the Company’s internal control over financial reporting and disclosure controls and procedures; the potential for a material weakness in the Company’s internal controls over financial reporting or other potential weaknesses of which the Company is not currently aware or which have not been detected; the risk that the completion and filing of the Annual Report will take longer than expected; and additional information that may arise during the preparation of the Company’s financial statements; and the risks detailed from time to time in the Company’s periodic reports filed with the SEC. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Astra Space, Inc. on March 17, 2022
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: March 17, 2022

Astra Space, Inc.

By: /s/ Kelyn Brannon

Name: Kelyn Brannon

Title: Chief Financial Officer



Astra Reschedules Fourth Quarter and Year End 2021 Financial Results to March 31, 2022

ALAMEDA, California – March 17, 2022 – Astra Space, Inc. (“Astra”) (Nasdaq: ASTR), today announced it has rescheduled the earnings announcement for the fourth quarter and year ended December 31, 2021, from today after market close to Thursday, March 31, 2022, after market close to coincide with the filing of its Form 10-K for the year ended December 31, 2021 (the “Annual Report”). Astra will host the rescheduled conference call at 1:30pm PT (4:30pm ET) on Thursday, March 31, 2022, to discuss its financial results.

Astra currently expects fourth quarter and year ended 2021 financial results to meet or be more favorable than previously issued guidance. Additionally, cash and cash equivalents are expected to be approximately \$325 million as of December 31, 2021.

In conjunction with preparing the Annual Report, Astra recently became aware that at the end of 2021 its filing status changed from non-accelerated filer to large accelerated filer. As a result of this change in status, the Annual Report was due to be filed on March 1, 2022 rather than on March 31, 2022, the date towards which Astra has been working to file the Annual Report.

Astra’s current filing status is based on its public float as of June 30, 2021, which was also the effective date of the closing of Holicity, Inc.’s (now Astra’s) business combination with Astra Space, Inc. (now Astra Space Operations Inc.). At the time of the closing of the business combination, the Company’s filing status was determined to be a non-accelerated filer, and Astra incorrectly believed that its status as a non-accelerated filer, based on its public float, did not need to be remeasured until June 30, 2022. Astra was required to recalculate its public float as of June 30, 2021, and its public float as of that date makes it a large accelerated filer, rather than a non-accelerated filer as it had previously believed. As a result of this change in filing status, Astra is also no longer an emerging growth company.

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 service of any operational launch provider in the world. Astra delivered its first commercial launch to Earth orbit in 2021, making it the fastest company in history to reach this milestone, just five years after it was founded in 2016. Astra (NASDAQ: ASTR) was the first space launch company to be publicly traded on Nasdaq. Visit astra.com to learn more about Astra.

Safe Harbor Statement

Certain statements made in this press release are “forward-looking statements”. Forward-looking statements may be identified by the use of words such as “anticipate”, “believe”, “expect”, “estimate”, “plan”, “outlook”, and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements.

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