SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-028								
Estimated average burden								
hours per response:	0.5							

E Relationship of Reporting Person(s) to Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] CANAAN X L.P.				2. Issuer Name and Ticker or Trading Symbol Astra Space, Inc. [ASTR]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
(Last) (First) (Middle) 285 RIVERSIDE AVENUE, STE. 250					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2021									Officebelov	er (give title w)		Other (below)	specify	
(Street) WESTPORT CT 06880			4. If Amendment, Date of Original Filed (Month/Day/Year)									Lin	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting						
(City)	(St	ate) (2	Zip)												Perso	on			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature														7 Nature					
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day					Execution Dat		Date,	Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3,			d Securi Benefi Owned Repor	Securities Beneficially Owned Following Reported Transaction(s)		n: Direct	of Indirect Beneficial Ownership (Instr. 4)		
Class A (2021				Code	v	Amount	(D)	Price	(Instr.	3 and 4)	<u> </u>	D (2)	
Class A Common Stock 12/31/20						J ⁽¹⁾ 4,200,000 D (1) 16,489,66 Securities Acquired, Disposed of, or Beneficially Owned									D ⁽²⁾				
		1	(e.	.g., pu	ts, ca		warra	ants,	optio	ns, c	onvertib	le se	curi	ties)					
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 (Ins 3 and 4)			8. Price of Derivative Security (Instr. 5)			Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amo or Num of Shai	nber	per				
	nd Address of AN X L.	Reporting Person [*]																	
(Last) 285 RIV		(First) VENUE, STE. 2	(Middle) 50	e)															
(Street) WESTP	ORT	СТ	06880)		_													
(City)		(State)	(Zip)																
1. Name and Address of Reporting Person [*] Canaan Partners X LLC						_													
(Last) 285 RIV		(First) VENUE, STE. 2	(Middle	e)															
(Street) WESTP	ORT	СТ	06880)															
(City)		(State)	(Zip)																

Explanation of Responses:

1. On December 31, 2021, Canaan X L.P. (the "Canaan Fund") distributed, for no consideration, 4,200,000 shares of Class A Common Stock of the Issuer (the "Shares") to its limited partners and to Canaan Partners X LLC ("Canaan X"), the general partner of the Canaan Fund, representing each such partner's pro rata interest in the Shares held by the Canaan Fund. On the same date, Canaan X distributed, for no consideration, the Shares it received from the distribution to its members in an amount equal to each such member's pro rata interest in the Shares. The aforementioned distributions were made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act of 1934, as amended.

2. These reported securities are held directly by the Canaan Fund. Canaan X is the sole general partner of the Canaan Fund and may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. Investment and voting decisions with respect to the shares held by the Canaan Fund are made by the managers of Canaan X, collectively. Canaan X disclaims Section 16 beneficial ownership of the securities held by the Canaan Fund, except to the extent of its pecuniary interest therein, if any.

 partner, By: /s/ Nancy

 Levenson, Attorney-in-Fact

 Canaan Partners X LLC, By:

 /s/ Nancy Levenson, Attorney

 in-Fact

 ** Signature of Reporting Person

 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.