

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Gall Ulrich</u> _____ (Last) (First) (Middle) <u>SEEBROOKSBERG 2</u> _____ (Street) <u>SCHWENTINENTAL 2M 24222</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/08/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Astra Space, Inc. [ ASTR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>See Remarks</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>2,667</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Senior Secured Convertible Notes due 2025</u>	<u>(1)</u>	<u>11/13/2025<sup>(2)</sup></u>	<u>Class A Common Stock</u>	<u>247,525<sup>(3)</sup></u>	<u>0.808<sup>(4)</sup></u>	<u>D</u>	

**Explanation of Responses:**

- The Convertible Notes (as defined below) are immediately convertible at the option of the Reporting Person subject to certain limitations, as described in Footnote (3).
- The Convertible Notes mature on November 15, 2025 (the "Maturity Date"), provided that the Maturity Date may be extended upon the written agreement of the Issuer and the holders of the Convertible Notes.
- Represents the maximum number of shares of Class A Common Stock issuable upon the voluntary conversion of the original stated amount of the Convertible Notes. The number of shares issuable upon conversion of the Convertible Notes is subject to increase in connection with the accrual of interest, which is payable in kind (such interest accrued since issuance having been excluded from this figure), and upon the occurrence of certain Fundamental Changes (as defined in the Convertible Notes). The Reporting Person's ability to convert the Convertible Notes to shares of Class A Common Stock is initially subject to certain limitations, in accordance with rules of the Nasdaq Capital Market, as well as other beneficial ownership limitations in accordance with the terms of the Convertible Notes.
- The Reporting Person may, at its option, prior to maturity, convert all or any portion of the outstanding amount of Senior Secured Convertible Notes due 2025 (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 is subject to adjustment in accordance with the terms of the Convertible Notes and will be subject to standard adjustments in the event of any stock split, stock dividend, stock combination, recapitalization or other similar transactions.

**Remarks:**

The Reporting Person, together with Adam London, Chris Kemp, Chris Kemp Living Trust dated February 10, 2021, SherpaVentures Fund II, LP, SherpaVentures Fund II GP, LLC, Eagle Creek Capital, LLC, Scott Stanford, Astera Institute, RBH Ventures Astra SPV, LLC, JMCM Holdings LLC, Baldo Fodera, Alexander Morcos, MH Orbit LLC and ERAS Capital LLC (the "Selected Investors") may comprise a group within the meaning of Section 13(d)(3) of the Exchange Act that collectively beneficially owns greater than 10% of the registered securities of the Issuer. The Reporting Person expressly disclaims beneficial ownership over the shares beneficially owned by the Selected Investors. Exhibit List: Exhibit 24 - Power of Attorney

/s/ Ulrich Gall

03/18/2024

\*\* 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 5 (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.**

**POWER OF ATTORNEY**

With respect to holdings of and transactions in securities issued by **Astra Space, Inc.** (the “Company”), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned’s true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of 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 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 such attorney-in-fact may approve in 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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 the foregoing attorneys-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 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 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 the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of March, 2024.

/s/ Ulrich Gall

Ulrich Gall

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**Schedule A**

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution:

1. Mackenzie Pantoja
  2. Charles Guinn
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