

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

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

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

1. Name and Address of Reporting Person* <u>SherpaVentures Fund II, LP</u> (Last) (First) (Middle) <u>505 HOWARD STREET, SUITE 201</u> (Street) <u>SAN FRANCISCO CA 94105</u> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/21/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		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
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Senior Secured Convertible Notes due 2025	\$0.808 ⁽¹⁾	11/21/2023		A		\$5,127,490		(2)	11/15/2025 ⁽³⁾	Class A Common Stock	6,345,903 ⁽⁴⁾	(5)	\$5,127,490	D ⁽⁶⁾

1. Name and Address of Reporting Person*
SherpaVentures Fund II, LP

(Last) (First) (Middle)
505 HOWARD STREET, SUITE 201

(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*
SherpaVentures Fund II GP, LLC

(Last) (First) (Middle)
505 HOWARD STREET, SUITE 201

(Street)
SAN FRANCISCO CA 94105

(City) (State) (Zip)

Explanation of Responses:

- ACME Fund II (as defined below) 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.
- The Convertible Notes are immediately convertible at the option of ACME Fund II, subject to certain limitations, as described in Footnote (4).
- 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, and upon the occurrence of certain Fundamental Changes (as defined in the Convertible Notes). ACME Fund II'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. The Issuer has agreed to seek stockholder approval to remove these limitations.
- On November 21, 2023, the Issuer, the Issuer's subsidiaries and certain holders (the "Bridge Investors") of non-convertible promissory notes (the "Existing Notes"), including ACME Fund II, agreed to amend and modify the terms of the Existing Notes in their entirety, to among other things provide for the convertibility of the notes as described in Footnote (1), in exchange for the Issuer's reimbursement of a premium (including accrued interest from November 6, 2023) paid by the holders of the Existing Notes in connection with their purchase of certain of the Existing Notes from the Issuer's senior secured creditor on November 6, 2023, which amount was capitalized and added to the outstanding principal amount of the Convertible Notes.
- Securities are held by SherpaVentures Fund II, LP ("ACME Fund II"). SherpaVentures Fund II GP, LLC ("ACME GP II") is the general partner of ACME Fund II and may be deemed to beneficially own the securities held by ACME Fund II. ACME GP II disclaims beneficial ownership in these securities except to the extent of its pecuniary interest therein. Scott Stanford is the manager of ACME GP II and exercises voting and dispositive control over the securities held by ACME Fund II. Mr. Stanford is a director of the Issuer and files separate Section 16 reports.

Remarks:

SherpaVentures Fund II, LP, By: 11/24/2023
SherpaVentures Fund II GP, LLC.

its General Partner, By /s/ Scott
Stanford, Manager

SherpaVentures Fund II GP, LLC, 11/24/2023
By /s/ Scott Stanford, Manager

** 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.