

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Stanford Scott</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/18/2024</u>			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		
C/O ASTRA SPACE, INC. 1900 SKYHAWK STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			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.		
(Street)	(City)	(State)	(Zip)					
ALAMEDA	CA		94501					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/18/2024		J ⁽¹⁾⁽²⁾		1,882,582	D	(2)	0	I	By SherpaVentures Fund II, LP ⁽³⁾
Class A Common Stock	07/18/2024		J ⁽¹⁾⁽²⁾		18,442	D	(2)	15,094	I	By Eagle Creek Capital, LLC ⁽⁴⁾
Class A Common Stock	07/18/2024		D ⁽¹⁾⁽⁵⁾		15,094	D	\$0.5 ⁽⁵⁾	0	I	By Eagle Creek Capital, LLC ⁽⁴⁾
Class A Common Stock	07/18/2024		J ⁽¹⁾⁽²⁾		46,060	D	(2)	0 ⁽⁶⁾	I	By ACME, LLC ⁽⁷⁾

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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Senior Secured Convertible Notes due 2025	\$0.808	07/18/2024		J ⁽¹⁾⁽⁸⁾			\$5,904,545 ⁽⁹⁾	(10)	11/15/2025	Class A Common Stock	7,307,605 ⁽¹¹⁾	(8)	\$0	I	By SherpaVentures Fund II, LP ⁽³⁾
Warrants	\$0.808	07/18/2024		J ⁽¹⁾⁽¹²⁾		2,429,352		(13)	11/06/2028	Class A Common Stock	2,429,352	(12)	0	I	By SherpaVentures Fund II, LP ⁽³⁾

Explanation of Responses:

- On July 18, 2024, Apogee Parent, Inc. ("Parent") acquired the issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the issuer, Parent and Apogee Merger Sub, a direct, wholly owned subsidiary of Parent ("Merger Sub"), dated as of March 7, 2024 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the issuer, with the issuer surviving such merger as a wholly owned subsidiary of Parent (the "Merger").
- In connection with the consummation of the Merger and pursuant to the Merger Agreement, such shares of Class A Common Stock were automatically canceled and converted into shares of Parent Series A Preferred Stock.
- These 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. The Reporting Person is the manager of ACME GP II and exercises voting and dispositive control over the securities held by ACME Fund II. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- These securities are held by Eagle Creek Capital LLC ("Eagle Creek"). The Reporting Person is the sole manager of Eagle Creek and exercises voting and dispositive control over the securities held by Eagle Creek. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- In connection with the consummation of the Merger and pursuant to the Merger Agreement, such shares of Class A Common Stock were automatically canceled and converted into the right to receive \$0.50 per share.
- The number of shares beneficially owned before the transactions reported herein reflects the Reporting Person's assignment, for no consideration, of an aggregate of 46,060 shares of Class A Common Stock, which were previously reported as held directly, to the Reporting Person's employer, ACME, LLC. These shares were issued to the Reporting Person upon the settlement of restricted stock units issued to the Reporting Person as compensation for service on the Issuer's board of directors. Pursuant to an arrangement with ACME, LLC, the Reporting Person held these units for the benefit of ACME, LLC. The assignment of these shares to ACME, LLC did not reflect a change in the Reporting Person's pecuniary interest in such shares and, accordingly, was exempt from reporting under Section 16 of the Exchange Act.
- These securities are held by ACME, LLC. The Reporting Person is an employee of ACME, LLC and exercises voting and dispositive control over the securities held by ACME, LLC. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Pursuant to a noteholder conversion agreement entered into, and in connection with, the Merger, these Convertible Notes (including accrued interest thereon) were converted into newly issued shares of Parent Series A Preferred Stock immediately following the closing of the Merger.
- Represents the principal amount, including accrued interest, payable in kind as of May 1, 2024, on the Convertible Notes purchased by ACME Fund II on November 21, 2023 and the Convertible Notes purchased by ACME Fund II on July 3, 2024. To the extent additional interest has accrued on such Convertible Notes after such dates, such additional interest is not included in this figure.
- The Convertible Notes were convertible into shares of Class A Common Stock at the option of the holder immediately upon issuance, subject to certain limitations, in accordance with rules of the Nasdaq Capital Market.
- 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 (including accrued interest payable in kind on May 1, 2024) purchased on November 21, 2023 and the Convertible Notes purchased on July 3, 2024. Does not include additional shares issuable upon conversion of additional interest that has accrued since such dates.
- Pursuant to a warrant exchange agreement entered into, and in connection with, the Merger, such warrants were converted into warrants to purchase shares of Parent Series A Preferred Stock immediately following the closing of the Merger.
- Immediately exercisable, subject to certain limitations, in accordance with rules of the Nasdaq Capital Market.

/s/ Scott Stanford

07/22/2024

** 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 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.