

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>SherpaVentures Fund II, LP</u> (Last) (First) (Middle) 800 MARKET STREET, SUITE 800 (Street) SAN FRANCISCO CA 94102 (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) 07/18/2024	
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		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 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	D ⁽³⁾	

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⁾⁽⁴⁾			\$5,904,545 ⁽⁵⁾	⁽⁶⁾	11/15/2025	Class A Common Stock	7,307,605 ⁽⁷⁾	⁽⁴⁾	\$0	D ⁽³⁾	
Warrants	\$0.808	07/18/2024		J ⁽¹⁾⁽⁸⁾		2,429,352		⁽⁹⁾	11/06/2028	Class A Common Stock	2,429,352	⁽⁸⁾	0	D ⁽³⁾	

1. Name and Address of Reporting Person* <u>SherpaVentures Fund II, LP</u> (Last) (First) (Middle) 800 MARKET STREET, SUITE 800 (Street) SAN FRANCISCO CA 94102 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SherpaVentures Fund II GP, LLC</u> (Last) (First) (Middle) 800 MARKET STREET, SUITE 800 (Street) SAN FRANCISCO CA 94102 (City) (State) (Zip)

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.
- 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.
- 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.

SherpaVentures Fund II, LP, By
SherpaVentures Fund II GP, LLC, 07/22/2024
its General Partner, By /s/ Scott
Stanford, Manager

/s/ SherpaVentures Fund II GP,
LLC, By /s/ Scott Stanford, 07/22/2024
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.