

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 14, 2021**

**Astra Space, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39426**  
(Commission File Number)

**85-1270303**  
(IRS Employer  
Identification No.)

**1900 Skyhawk Street**  
**Alameda, California**  
(Address of Principal Executive Offices)

**94501**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (866) 278-7217**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A common stock, par value \$0.0001 per share	ASTR	NASDAQ Global Select Market
Warrants to purchase one share of Class A common stock, each at an exercise price of \$11.50	ASTRW	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

## Item 8.01 Other Events.

On November 26, 2021, Astra Space, Inc. (the “**Company**”) announced the redemption of 9,999,970 public warrants and 5,333,333 private warrants (collectively, the “**Warrants**”) to purchase shares of the Company’s Class A common stock pursuant to a Notice of Redemption, also dated November 26, 2021 (the “**Notice of Redemption**”). The Warrants were issued under a Warrant Agreement, dated August 4, 2020, by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent. As described in the Notice of Redemption, holders of Warrants may receive, in lieu of the redemption price of \$0.10 per Warrant, shares of Class A common stock by electing the Make-Whole Exercise Option (as defined in the Notice of Redemption). The Notice of Redemption incorrectly stated that the number of shares of Class A common stock to be issued for each Warrant under the Make-Whole Exercise Option was 0.25226. The correct number of shares of Class A common stock to be issued for each Warrant under the Make-Whole Exercise Option is slightly higher – 0.2560374.

For holders who have exercised their Warrants using the Make-Whole Exercise Option prior to or on December 14, 2021 and who have been issued shares of the Company’s Class A common stock pursuant to such exercise, the Company will recalculate the number of shares of Class A common stock to be issued to such holder using 0.2560374 shares of Class A common stock per Warrant (the “**Recalculated Shares**”). Depending on rounding, the Recalculated Shares will either be equal to or greater than the number of shares issued to such holder, using 0.25226 shares of Class A common stock per Warrant (the “**Original Shares**”). If the Recalculated Shares are greater than the Original Shares, the Company will issue to such holder additional shares of Class A common stock equal to the difference between the Recalculated Shares and the Original Shares.

Holders who exercise their Warrants using the Make-Whole Exercise Option after December 14, 2021, or who previously exercised their Warrants using the Make-Whole Exercise Option and have not yet been issued shares of the Company’s Class A common stock will receive 0.2560374 shares of Class A common stock for each Warrant, so exercised.

Except as described above, the terms of the Notice of Redemption have not changed. Accordingly, holders of Warrants must exercise their Warrants pursuant to either the Cashless Exercise Option (as defined in the Notice of Redemption) or the Make-Whole Exercise Option no later than 5:00 p.m. New York City time on December 27, 2021 (the “**Redemption Date**”). As provided in the Notice of Redemption, holders who do not exercise their Warrants by the Redemption Date, will be paid \$0.10 for each Warrant.

The Company has issued a Notice to Holders of Outstanding Public Warrants (CUSIP 04634X1111) and Private Placement Warrants, which includes an Amended and Restated Notice of Redemption effective as of November 26, 2021, correcting the error described in the number of shares to be issued for each Warrant using the Make-Whole Exercise Option (the “**Notice to Holders and Amended and Restated Notice of Redemption**”). The Notice to Holders and Amended and Restated Notice of Redemption is filed as Exhibit 99.1 and incorporated herein by reference.

Neither this Current Report on Form 8-K nor the Notice and Amended and Restated Notice of Redemption attached hereto as Exhibit 99.1 constitute an offer to sell or the solicitation of an offer to buy any of the Company’s securities.

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Notice to Holders of Outstanding Public Warrants (CUSIP 04634X111) and Private Placement Warrants (including Amended and Restated Notice of Redemption), dated December 14, 2021</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: December 14, 2021

Astra Space, Inc.

By: /s/ Kelyn Brannon

Name: Kelyn Brannon

Title: Chief Financial Officer

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**NOTICE TO HOLDERS OF OUTSTANDING  
PUBLIC WARRANTS (CUSIP 04634X111) AND PRIVATE PLACEMENT WARRANTS**

December 14, 2021

Dear Warrant Holder:

As you are aware, Astra Space, Inc. (the “**Company**”) provided notice of the redemption (the “**Notice of Redemption**”) of all of its Redeemable Warrants to purchase shares of the Company’s Class A common stock, par value \$0.0001 per share (the “**Class A common stock**”), at 5:00 p.m. New York City time on December 27, 2021, for a redemption price of \$0.10 per Redeemable Warrant. For this purpose, the “**Redeemable Warrants**” are (i) those outstanding warrants to purchase shares of the Company’s Class A common stock that were issued under the Warrant Agreement, dated August 4, 2020 (the “**Warrant Agreement**”), by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent and transfer agent, as a part of the units sold in the Company’s initial public offering (the “**Offering**”) and (ii) those outstanding warrants to purchase Class A common stock that were issued under the Warrant Agreement in a private placement simultaneously with the Offering.

The Company delivered a Notice of Redemption (the “**Notice of Redemption**”) to holders of the Redeemable Warrants on November 26, 2021 (the “**Original Delivery Date**”). After the delivery of the Notice of Redemption, the Company discovered that the Notice of Redemption incorrectly stated the number of shares that would be issued for each Redeemable Warrant under the Make-Whole Exercise Option (as defined in the Notice of Redemption) (the “**Make-Whole Share Number**”). The purpose of this notice is to amend and restate the Notice of Redemption solely to correct the Make-Whole Share Number as of the Original Delivery Date. There are no other changes to Notice of Redemption. Astra has fully set forth the Amended and Restated Notice of Redemption of All Outstanding Public Warrants (CUSIP 04634X111) and Private Warrants (the “**Amended Notice of Redemption**”) following this notice. The Amended Notice of Redemption amends and restates in its entirety the Notice of Redemption effective as of the Original Delivery Date.

As set forth in the Notice of Redemption, the Make-Whole Share Number was 0.25226. The Make-Whole Share Number should have been 0.2560374 and is so corrected in the Amended Notice of Redemption.

If you have already exercised your Redeemable Warrants using the Make-Whole Exercise Option and received shares of Class A Common Stock based on the original Make-Whole Share Number, the Company will recalculate the shares of Class A common stock to be issued to you using 0.2560374 shares of Class A common stock (the “**Recalculated Shares**”). Depending on rounding of shares, the Recalculated Shares will either be equal to or greater than the number of shares previously delivered (the “**Original Shares**”). If the Recalculated Shares are greater than the Original Shares, the Company will issue you additional shares of Class A common stock equal to the difference between the Recalculated Shares and the Original Shares.

If (a) you have already exercised your Redeemable Warrants using the Make-Whole Exercise Option, but you have not received shares of Class A common stock as of December 14, 2021, or (b) you elect the Make-Whole Exercise Option after December 14, 2021, but on or before the Redemption Date, the Company will issue you 0.2560374 shares of Class A common stock for each Redeemable Warrant.

If (a) you have exercised the Cashless Exercise Option (as defined in the Notice of Redemption) with respect to your Redeemable Warrant or (b) you elect to exercise the Cashless Exercise Option after December 14, 2021, but on or before the Redemption Date, you are not affected by the change in the

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Make-Whole Share Number. As disclosed in the Notice of Redemption, no shares are issuable to you if you elect to exercise your Redeemable Warrant pursuant to the Cashless Exercise Option because the Fair Market Value (calculated pursuant to the terms of the Warrant) is less than the exercise price of the Redeemable Warrants.

**Your right to exercise your Redeemable Warrants, either through the Cashless Exercise Option or the Make-Whole Exercise Option, terminates immediately prior to 5:00 p.m. New York City time on December 27, 2021.** At 5:00 p.m. New York City time on December 27, 2021 and thereafter, you will have no rights with respect to unexercised Redeemable Warrants, except to receive \$0.10 for each Redeemable Warrant or as otherwise described in the Amended Notice of Redemption if you hold your Redeemable Warrants in “street name.” We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Redeemable Warrants.

Sincerely,

**Astra Space, Inc.**

*/s/ Chris Kemp*

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Chris Kemp

Chief Executive Officer

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**AMENDED AND RESTATED  
NOTICE OF REDEMPTION OF  
ALL OUTSTANDING PUBLIC WARRANTS (CUSIP 04634X111)  
AND PRIVATE PLACEMENT WARRANTS**

November 26, 2021

Dear Warrant Holder:

Astra Space, Inc. (“**Astra**” or the “**Company**”) (Nasdaq: ASTR) announced today that it will redeem all of its outstanding Redeemable Warrants (as defined below) to purchase shares of the Company’s Class A common stock, par value \$0.0001 per share (the “**Class A common stock**”), that were issued under the Warrant Agreement, dated August 4, 2020 (the “**Warrant Agreement**”), by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent and transfer agent (the “**Warrant Agent**” or “**Transfer Agent**”), as a part of the units sold in the Company’s initial public offering (the “**Offering**”) and that remain outstanding (the “**Public Warrants**”) at 5:00 p.m. New York City time on December 27, 2021 (the “**Redemption Date**”) for a redemption price of \$0.10 per Redeemable Warrant (the “**Redemption Price**”). In addition, the Company will redeem all of its outstanding warrants to purchase Class A common stock that were issued under the Warrant Agreement in a private placement simultaneously with the Offering (the “**Private Placement Warrants**” and, together with the Public Warrants, the “**Redeemable Warrants**”) on the same terms as the outstanding Public Warrants.

Under Section 6.2 of the Warrant Agreement, the Company is entitled to redeem not less than all of the outstanding Redeemable Warrants at a Redemption Price of \$0.10 per Redeemable Warrant; provided that the last reported sales price of the Class A common stock has been at least \$10.00 per share on the trading day prior to the date on which notice of redemption is given; and further provided that there is an effective registration statement covering the shares of Class A common stock issuable upon exercise of the Redeemable Warrants and a current prospectus relating thereto, available through the Redemption Date.

Holders of the Redeemable Warrants have until 5:00 p.m. New York City time on the Redemption Date to exercise their Redeemable Warrants. As permitted by Section 3.3.1(b) of the Warrant Agreement, the Company is requiring holders of the Redeemable Warrants to exercise their Warrants on a “cashless basis,” (the “**Cashless Exercise Option**”); holders are not permitted to exercise Redeemable Warrants by paying the \$11.50 per share exercise price in cash. Pursuant to the Cashless Exercise Option, an exercising holder of the Redeemable Warrants will receive a number of shares of Class A common stock (the “**Exercise Shares**”) equal to the quotient obtained by dividing (x) the product of the number of shares of Class A common stock underlying the Redeemable Warrants, multiplied by the excess of the “**Fair Market Value**” of the Class A common stock (defined below) over the exercise price of the Redeemable Warrants by (y) the Fair Market Value. Based on the definition of Fair Market Value set forth in Section 3.3.1(b) of the Warrant Agreement, the Fair Market Value is \$10.191.

**Because the Fair Market Value is less than the exercise price of the Redeemable Warrants, no Exercise Shares will be issuable if a holder elects to exercise its Redeemable Warrant pursuant to the Cashless Exercise Option.**

Alternatively, holders of the Redeemable Warrants may elect to receive, in lieu of the Redemption Price or exercising their Redeemable Warrants pursuant to the Cashless Exercise Option, the number of shares of Class A common stock determined by reference to the table set forth in Section 6.2 of the Warrant Agreement (the “**Make-Whole Exercise Option**”). Given the Fair Market Value and the Redemption Date, the number of shares of Class A common stock to be issued for each Redeemable Warrant that is exercised using the Make-Whole Exercise Option is 0.2560374.

If any holder of Redeemable Warrants would, after taking into account all of the holder's Redeemable Warrants exercised at one time, be entitled to receive a fractional interest in a share of Class A common stock, the number of shares the holder will be entitled to receive will be rounded down to the nearest whole number of shares.

The Public Warrants and the Class A common stock are listed on the Nasdaq Capital Market (the “**Nasdaq**”) under the symbols “ASTRW” and “ASTR”, respectively. On November 24, 2021, the closing share price of the Public Warrants was \$2.98 and the closing share price of the Class A common stock was \$10.47. At 5:00 p.m. New York City time on the Redemption Date, the Public Warrants will cease trading on the Nasdaq.

#### **TERMS OF REDEMPTION; CESSATION OF RIGHTS**

**The rights of the Redeemable Warrant holders to exercise their Redeemable Warrants, either through the Cashless Exercise Option or the Make-Whole Exercise Option, will terminate immediately prior to 5:00 p.m. New York City time on the Redemption Date.** At 5:00 p.m. New York City time on the Redemption Date and thereafter, holders of unexercised Redeemable Warrants will have no rights with respect to those warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Redeemable Warrants in “street name.” We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Redeemable Warrants.

The Company is exercising this right to redeem the Redeemable Warrants pursuant to Section 6.2 of the Warrant Agreement. Pursuant to such Section, the Company has the right to redeem not less than all of the outstanding Redeemable Warrants if the last reported sales price of the Class A common stock has been at least \$10.00 per share on the trading day prior to the date on which notice of the redemption is given and if there is an effective registration statement covering the shares of Class A common stock issuable upon exercise of the Redeemable Warrants and prospectus related thereto available through the Redemption Date.

On November 24, 2021, the last reported sales price for the Class A Common Stock was \$10.47.

#### **EXERCISE PROCEDURE**

**Redeemable Warrant holders have until 5:00 p.m. New York City time on the Redemption Date to exercise their Redeemable Warrants to purchase Class A common stock through either the Cashless Exercise Option or the Make-Whole Exercise Option.**

Holders of Redeemable Warrants who elect to exercise their Warrants using the Cashless Exercise Option will receive no Exercise Shares and will not be eligible for payment of the Redemption Price. Holders of Redeemable Warrants who elect to exercise their Warrants using the Make-Whole Exercise Option will receive 0.2560374 shares of Class A common stock for each Warrant.

Persons who are holders of record of the Redeemable Warrants may exercise the Redeemable Warrants by sending:

1. The Warrant Certificate;
2. A fully and properly completed “Election to Purchase” (a form of which is attached hereto as Annex A), duly executed and indicating, among of things, the number of Redeemable Warrants being exercised;

to:

Continental Stock Transfer & Trust Company  
1 State Street, 30th Floor  
New York, NY 10004  
Attention: Reorganization Department  
Telephone: (212) 509-4000  
E-mail:compliance@continentalstock.com

The method of delivery of the Redeemable Warrants is at the option and risk of the holder, but if mail is used, registered mail, properly insured is suggested.

**The Warrant Certificate and the fully and properly completed Election to Purchase must be received by Continental Stock Transfer & Trust Company prior to 5:00 p.m. New York City time on the Redemption Date.** Subject to the following paragraph, any failure to deliver the Warrant Certificate and a fully and properly completed Election to Purchase before such time will result in such holder’s Redeemable Warrants being redeemed for \$0.10 per Redeemable Warrant and not exercised.

**None of the Company, its board of directors or employees has made or is making any representation or recommendation to any holder of the Redeemable Warrants as to whether to exercise or refrain from exercising any Redeemable Warrants.**

#### **WARRANTS HELD IN STREET NAME**

For holders of Redeemable Warrants who hold their warrants in “street name,” broker-dealers shall have two (2) business days from the Redemption Date, or 5:00 p.m. New York City time on December 29, 2021, to deliver the Redeemable Warrants to the Warrant Agent provided that a Notice of Guaranteed Delivery is received by the Warrant Agent prior to 5:00 p.m. New York City time on the Redemption Date. Any such Redeemable Warrant received without the Election to Purchase or the Notice of Guaranteed Delivery having been duly executed and fully and properly completed by 5:00 p.m. New York City time on the Redemption Date will be deemed to have been delivered for redemption (at \$0.10 per Warrant), and not for exercise.

#### **PROSPECTUS**

A prospectus covering the Class A common stock issuable upon the exercise of the Redeemable Warrants is included in a registration statement (Registration No. 333-257930) initially filed with the Securities and Exchange Commission (the “**SEC**”) on July 15, 2021, and originally declared effective by the SEC on August 12, 2021. The SEC maintains an internet website that contains a copy of this prospectus. The address of that site is [www.sec.gov](http://www.sec.gov). Alternatively, you can obtain a copy of the prospectus from our investor relations website at <https://investor.astra.com>.

## REDEMPTION PROCEDURE

Payment of the Redemption Price will be made by Astra upon presentation and surrender of a Redeemable Warrant for payment after 5:00 p.m. New York City time on the Redemption Date. Those who hold their shares in “street name” should contact their broker to determine their broker’s procedure for redeeming their Redeemable Warrants.

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Any questions you may have about redemption and exercising your Redeemable Warrants may be directed to the Warrant Agent at its address and telephone number set forth above.

Sincerely,

**Astra Space, Inc.**

*/s/ Chris Kemp*

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Chris Kemp

Chief Executive Officer

**ANNEX A**

**ELECTION TO PURCHASE**

**CHECK ONE BOX BELOW AND COMPLETE THE CORRESPONDING PARAGRAPH**

**Cashless Exercise Option.**

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, through the cashless exercise provisions of Section 3.3.1(b) of the Warrant Agreement, to exercise its Warrant to receive that number of shares of Class A Common Stock calculated pursuant to Section 3.3.1(b) of the Warrant Agreement. If said number of shares is less than all of the shares of Class A Common Stock purchasable hereunder (after giving effect to the cashless exercise), the undersigned requests that a new Warrant Certificate representing the remaining balance of such shares of Class A Common Stock be registered in the name of \_\_\_\_\_, whose address is \_\_\_\_\_ and that such Warrant Certificate be delivered to \_\_\_\_\_, whose address is \_\_\_\_\_.

**PLEASE READ CAREFULLY BEFORE**

**ELECTING THE CASHLESS EXERCISE OPTION:**

**Because the Fair Market Value of \$10.191 is less than the exercise price of the Warrants, NO SHARES will be issued to a holder of Warrants who elects to exercise its Warrant pursuant to the Cashless Exercise Option.**

**Holders exercising their Warrants pursuant to the Cashless Exercise Option are surrendering their Warrants for no value.**

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**Make-Whole Exercise Option.**

The undersigned hereby irrevocably elects to exercise the right represented by this Warrant Certificate to exercise its Warrant pursuant to the Make-Whole Exercise (as defined in the Warrant Agreement) to receive that number of shares of Class A Common Stock per Warrant determined by reference to the table set forth in Section 6.2 of the Warrant Agreement. If said number of shares is less than all of the shares of Class A Common Stock purchasable hereunder, the undersigned requests that a new Warrant Certificate representing the remaining balance of such shares of Class A Common Stock be registered in the name of \_\_\_\_\_, whose address is \_\_\_\_\_ and that such Warrant Certificate be delivered to \_\_\_\_\_, whose address is \_\_\_\_\_.

**PLEASE READ CAREFULLY BEFORE**

**ELECTING THE MAKE-WHOLE EXERCISE OPTION:**

**Given the Fair Market Value of \$10.191 and the Redemption Date of December 27, 2021, the number of shares of Class A Common Stock to be issued for each Warrant that is exercised using the Make-Whole Exercise Option is 0.2560374.**

The warrants to purchase shares of the Class A Common Stock (each a “Warrant”) have been called for redemption by the Company pursuant to Section 6.2 of the Warrant Agreement, dated August 4, 2020 (the “Warrant Agreement”), by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent and transfer agent. Any Warrants that remain unexercised at 5:00 p.m. New York City time on December 27, 2021, will be void and no longer exercisable, and the holders of those Warrants will be entitled to receive only the redemption price of \$0.10 per Warrant.

[Signature Page Follows]

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Date: \_\_\_\_\_, 2021

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Tax Identification Number)

Signature Guaranteed:

\_\_\_\_\_  
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (OR ANY SUCCESSOR RULE)).

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