

**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): November 8, 2023

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	ASTR	NASDAQ Capital 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

On November 8, 2023, Scott Stanford resigned as the Lead Independent Director of Astra Space, Inc. (“**Astra**” or the “**Company**”) and also resigned as a member of the Company’s Compensation Committee. Mr. Stanford’s resignation followed the participation of SherpaVentures Fund II, LP (“**Sherpa**”) in the Initial Financing previously disclosed in the Company’s Current Report on Form 8-K, dated November 6, 2023, and filed with the Securities Exchange Commission on November 8, 2023. Mr. Stanford remains a member of the Board of Directors.

Also, on November 8, 2023, the Company’s Board of Directors appointed Michael Lehman to serve as the Lead Independent Director.

On November 9, 2023, the Company announced its receipt from the Company’s founders, Chris Kemp and Adam London, of a non-binding proposal offering to acquire all of the outstanding common stock of the Company not currently owned by Mr. Kemp and Dr. London, (the “Proposal”). Given the Proposal, the Company is canceling its earnings call for the third quarter ending September 30, 2023, which was scheduled to be held on Monday, November 13, 2023, at 4:30 p.m. eastern time.

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: November 9, 2023

ASTRA SPACE, INC.

By: /s/ Axel Martinez

Name: Axel Martinez

Title: Chief Financial Officer