

OMB APPROVAL	
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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* SUTTER HILL VENTURES (Last) (First) (Middle) 755 PAGE MILL ROAD, SUITE A-200 (Street) PALO ALTO CA 94304 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Astera Labs, Inc. [ALAB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2024	
	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.		

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			
Common Stock	03/22/2024		C		198,091	A	(1)	198,091	I	By Trust (MLS) ⁽²⁾
Common Stock	03/22/2024		C		99,053	A	(1)	99,053	I	By Trust (SJP) ⁽³⁾
Common Stock	03/22/2024		C		16,761,590	A	(1)	16,761,590	D ⁽⁴⁾	
Common Stock	03/22/2024		C		1,573,520	A	(1)	1,573,520	I	By Limited Partnership (CHAT) ⁽⁵⁾
Common Stock	03/22/2024		C		11,295	A	(1)	11,295	I	By Irrevocable Trust (SCT) ⁽⁶⁾
Common Stock	03/22/2024		C		1,815	A	(1)	1,815	I	By Irrevocable Trust (SRT) ⁽⁶⁾
Common Stock	03/22/2024		C		130,831	A	(1)	130,831	D ⁽⁷⁾	
Common Stock	03/22/2024		C		210,013	A	(1)	210,013	I	By SHM Investments, LLC ⁽⁸⁾

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				
Series A Preferred Stock	(1)	03/22/2024		C		864		(1)	(1)	Common Stock	864	\$0	0	I	By Trust (MLS) ⁽²⁾
Series A Preferred Stock	(1)	03/22/2024		C		130		(1)	(1)	Common Stock	130	\$0	0	I	By Trust (SJP) ⁽³⁾
Series A Preferred Stock	(1)	03/22/2024		C		9,672		(1)	(1)	Common Stock	9,672	\$0	0	D ⁽⁴⁾	
Series B Preferred Stock	(1)	03/22/2024		C		52,729		(1)	(1)	Common Stock	52,729	\$0	0	I	By Trust (MLS) ⁽²⁾
Series B Preferred Stock	(1)	03/22/2024		C		1,573,520		(1)	(1)	Common Stock	1,573,520	\$0	0	I	By Limited Partnership (CHAT) ⁽⁵⁾
Series B Preferred Stock	(1)	03/22/2024		C		11,295		(1)	(1)	Common Stock	11,295	\$0	0	I	By Irrevocable Trust (SCT) ⁽⁶⁾
Series B Preferred Stock	(1)	03/22/2024		C		1,815		(1)	(1)	Common Stock	1,815	\$0	0	I	By Irrevocable Trust (SRT) ⁽⁶⁾

**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				
Series B Preferred Stock	(I)	03/22/2024		C			127,405	(I)	(I)	Common Stock	127,405	\$0	0	D ⁽⁷⁾	
Series B Preferred Stock	(I)	03/22/2024		C			78,061	(I)	(I)	Common Stock	78,061	\$0	0	I	By Trust (SJP) ⁽³⁾
Series B Preferred Stock	(I)	03/22/2024		C			14,957,606	(I)	(I)	Common Stock	14,957,606	\$0	0	D ⁽⁴⁾	
Series B Preferred Stock	(I)	03/22/2024		C			203,445	(I)	(I)	Common Stock	203,445	\$0	0	I	By SHM Investments, LLC ⁽⁸⁾
Series C Preferred Stock	(I)	03/22/2024		C			27,093	(I)	(I)	Common Stock	27,093	\$0	0	I	By Trust (MLS) ⁽²⁾
Series C Preferred Stock	(I)	03/22/2024		C			3,426	(I)	(I)	Common Stock	3,426	\$0	0	D ⁽⁷⁾	
Series C Preferred Stock	(I)	03/22/2024		C			3,141	(I)	(I)	Common Stock	3,141	\$0	0	I	By Trust (SJP) ⁽³⁾
Series C Preferred Stock	(I)	03/22/2024		C			478,056	(I)	(I)	Common Stock	478,056	\$0	0	D ⁽⁴⁾	
Series C Preferred Stock	(I)	03/22/2024		C			6,568	(I)	(I)	Common Stock	6,568	\$0	0	I	By SHM Investments, LLC ⁽⁸⁾
Series D Preferred Stock	(I)	03/22/2024		C			117,405	(I)	(I)	Common Stock	117,405	\$0	0	I	By Trust (MLS) ⁽²⁾
Series D Preferred Stock	(I)	03/22/2024		C			17,721	(I)	(I)	Common Stock	17,721	\$0	0	I	By Trust (SJP) ⁽³⁾
Series D Preferred Stock	(I)	03/22/2024		C			1,316,256	(I)	(I)	Common Stock	1,316,256	\$0	0	D ⁽⁴⁾	

1. Name and Address of Reporting Person *

[SUTTER HILL VENTURES](#)

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Pullara Samuel J III](#)

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO CA 94304-1005

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Speiser Michael L](#)

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO CA 94304-1005

(City) (State) (Zip)

Explanation of Responses:

- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock (collectively, the "Preferred Stock") automatically converted into one share of Common Stock on a one-for-one basis, immediately prior to the closing of the Issuer's initial public offering. The shares of Preferred Stock have no expiration date.
- Shares held by a trust of which Michael L. Speiser is a Trustee. Mr. Speiser disclaims beneficial ownership in these shares except as to his pecuniary interest therein.
- Shares held by a trust of which Samuel J. Pullara III is a Trustee. Mr. Pullara disclaims beneficial ownership in these shares except as to his pecuniary interest therein.

4. Shares held by Sutter Hill Ventures, a California Limited Partnership ("SHV"). Michael L. Speiser, Samuel J. Pullara III and Stefan A. Dyckerhoff are managing directors and members of the management committee of the general partner of SHV. The Reporting Persons disclaim beneficial ownership in these shares except as to the Reporting Persons' pecuniary interest therein. Mr. Dyckerhoff is a director of the Issuer and files separate Section 16 reports.

5. Shares held by a limited partnership of which Michael L. Speiser is a trustee of a trust which is the general partner. Mr. Speiser disclaims beneficial ownership in these shares except as to his pecuniary interest therein.

6. Shares held by an irrevocable trust of which Michael L. Speiser is a Trustee. Mr. Speiser disclaims beneficial ownership in these shares except as to his pecuniary interest therein.

7. Shares held by Samuel J. Pullara III.

8. Shares held by SHM Investments, LLC ("SHMI"). Michael L. Speiser, Samuel J. Pullara III and Stefan A. Dyckerhoff are managing members of SHMI. The Reporting Persons disclaim beneficial ownership in these shares except as to the Reporting Persons' pecuniary interest therein. Mr. Dyckerhoff is a director of the Issuer and files separate Section 16 reports.

[Sutter Hill Ventures, By /s/
Kanwalpreet S. Kalra, Attorney- 03/22/2024
in-Fact](#)

[Micheal L. Speiser, By /s/
Kanwalpreet S. Kalra, Attorney- 03/22/2024
in-Fact](#)

[Samuel J. Pullara III, By /s/
Kanwalpreet S. Kalra, Attorney- 03/22/2024
in-Fact](#)

** 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.