

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).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan
for the purchase or sale of equity
securities of the issuer that is
intended to satisfy the affirmative
defense conditions of Rule 10b5-
1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Gajendra Sanjay</u> (Last) (First) (Middle) <u>C/O ASTERA LABS, INC.</u> <u>2345 NORTH FIRST STREET</u> (Street) <u>SAN JOSE</u> <u>CA</u> <u>95131</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Astera Labs, Inc.</u> [<u>ALAB</u>] Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) <u>08/17/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President and COO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/17/2026		s ⁽¹⁾		578	D	\$352.1051 ⁽²⁾	1,209,090	D	
Common Stock	08/17/2026		s ⁽¹⁾		1,049	D	\$351.2423 ⁽³⁾	1,208,041	D	
Common Stock	08/17/2026		s ⁽¹⁾		1,984	D	\$349.1934 ⁽⁴⁾	1,206,057	D	
Common Stock	08/17/2026		s ⁽¹⁾		1,057	D	\$348.045 ⁽⁵⁾	1,205,000	D	
Common Stock	08/17/2026		s ⁽¹⁾		3,500	D	\$347.0146 ⁽⁶⁾	1,201,500	D	
Common Stock	08/17/2026		s ⁽¹⁾		2,525	D	\$346.1277 ⁽⁷⁾	1,198,975	D	
Common Stock	08/17/2026		s ⁽¹⁾		17,373	D	\$344.9944 ⁽⁸⁾	1,181,602	D	
Common Stock	08/17/2026		s ⁽¹⁾		3,713	D	\$343.9353 ⁽⁹⁾	1,177,889	D	
Common Stock	08/17/2026		s ⁽¹⁾		5,449	D	\$342.9517 ⁽¹⁰⁾	1,172,440	D	
Common Stock	08/17/2026		s ⁽¹⁾		1,610	D	\$341.7073 ⁽¹¹⁾	1,170,830	D	
Common Stock	08/17/2026		s ⁽¹⁾		2,616	D	\$340.5787 ⁽¹²⁾	1,168,214	D	
Common Stock	08/17/2026		s ⁽¹⁾		6,484	D	\$339.7445 ⁽¹³⁾	1,161,730	D	
Common Stock	08/17/2026		s ⁽¹⁾		7,992	D	\$338.5799 ⁽¹⁴⁾	1,153,738	D	
Common Stock	08/17/2026		s ⁽¹⁾		10,438	D	\$337.7592 ⁽¹⁵⁾	1,143,300	D	
Common Stock	08/17/2026		s ⁽¹⁾		2,946	D	\$336.6486 ⁽¹⁶⁾	1,140,354	D	
Common Stock	08/17/2026		s ⁽¹⁾		1,782	D	\$335.4148 ⁽¹⁷⁾	1,138,572	D	
Common Stock	08/17/2026		s ⁽¹⁾		6,926	D	\$334.226 ⁽¹⁸⁾	1,131,646	D	
Common Stock	08/17/2026		s ⁽¹⁾		12,608	D	\$333.5996 ⁽¹⁹⁾	1,119,038	D	
Common Stock								5,290,402	I	By Trust 1 ⁽²⁰⁾
Common Stock								615,000	I	By Trust 2 ⁽²¹⁾
Common Stock								615,000	I	By Trust 3 ⁽²²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	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 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)	
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 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		Date Exercisable Expiration Date	Number of Shares				
Explanation of Responses:											
1. Represents shares of the Issuer's Common Stock required to be sold by the Reporting Person to satisfy tax withholding obligations in connection with the vesting and settlement of restricted stock units previously granted to the Reporting Person. Such sales were automatic and mandated by an election of the Issuer made in advance of the vesting event to require the satisfaction of tax withholding obligations to be funded by a "sell to cover", and does not represent a discretionary trade by the Reporting Person.											
2. The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$351.7600 to \$352.5000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in the table.											

Explanation of Responses:

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- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$351.7600 to \$352.5000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$350.8850 to \$351.5000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$348.8000 to \$349.7300, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$347.6800 to \$348.6300, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$346.6200 to \$347.5600, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$345.5900 to \$346.5050, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$344.5100 to \$345.5000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$343.4100 to \$344.4000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$342.4400 to \$343.3800, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$341.4300 to \$342.3800, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$340.2200 to \$341.2150, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$339.2100 to \$340.2000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$338.2000 to \$339.1900, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$337.2600 to \$338.1850, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$336.0450 to \$337.0000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$335.2425 to \$335.9750, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$333.8100 to \$334.8050, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold as part of block trades for multiple security holders of the Issuer in multiple transactions at prices ranging from \$333.3600 to \$333.8000, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- These shares are owned directly by an estate planning trust ("Trust 1"), of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these securities, except to the extent, if any, of his pecuniary interest therein, and the filing of this Form 4 is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These shares are owned directly by an estate planning trust ("Trust 2"). The Reporting Person disclaims beneficial ownership of these securities, except to the extent, if any, of his pecuniary interest therein, and the filing of this Form 4 is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These shares are owned directly by an estate planning trust ("Trust 3"). The Reporting Person disclaims beneficial ownership of these securities, except to the extent, if any, of his pecuniary interest therein, and the filing of this Form 4 is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Philip Mazzara, Attorney-in-Fact 08/19/2026

** 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.