SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

☐ 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.

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

1. Name and Address of Reporting Person*
Mazzara Philip

(Last) (First) (Middle)
C/O ASTERA LABS, INC.
2345 NORTH FIRST STREET

(Street)
SAN JOSE CA 95131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Astera Labs, Inc. [ALAB]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2026

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)
General Counsel and Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
Form filed by More than One Reporting Person

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)]		44	D	$352.1027[(2)]	103,299	D	
Common Stock	08/17/2026		S[(1)]		82	D	$351.2367[(3)]	103,217	D	
Common Stock	08/17/2026		S[(1)]		156	D	$349.1871[(4)]	103,061	D	
Common Stock	08/17/2026		S[(1)]		81	D	$348.053[(5)]	102,980	D	
Common Stock	08/17/2026		S[(1)]		269	D	$347.0152[(6)]	102,711	D	
Common Stock	08/17/2026		S[(1)]		199	D	$346.1272[(7)]	102,512	D	
Common Stock	08/17/2026		S[(1)]		1,310	D	$344.9945[(8)]	101,202	D	
Common Stock	08/17/2026		S[(1)]		287	D	$343.9357[(9)]	100,915	D	
Common Stock	08/17/2026		S[(1)]		415	D	$342.9479[(10)]	100,500	D	
Common Stock	08/17/2026		S[(1)]		125	D	$341.7085[(11)]	100,375	D	
Common Stock	08/17/2026		S[(1)]		205	D	$340.5846[(12)]	100,170	D	
Common Stock	08/17/2026		S[(1)]		504	D	$339.7447[(13)]	99,666	D	
Common Stock	08/17/2026		S[(1)]		610	D	$338.5835[(14)]	99,056	D	
Common Stock	08/17/2026		S[(1)]		797	D	$337.7572[(15)]	98,259	D	
Common Stock	08/17/2026		S[(1)]		227	D	$336.6463[(16)]	98,032	D	
Common Stock	08/17/2026		S[(1)]		136	D	$335.4178[(17)]	97,896	D	
Common Stock	08/17/2026		S[(1)]		540	D	$334.227[(18)]	97,356	D	
Common Stock	08/17/2026		S[(1)]		814	D	$333.6377[(19)]	96,542	D	

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				

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 this footnote.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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 $333.4250, 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.

Remarks:

/s/ Philip Mazzara	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.