

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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 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>Dyckerhoff Stefan A</u> (Last) (First) (Middle) <u>755 PAGE MILL ROAD, SUITE A-200</u> (Street) <u>PALO ALTO CA 94304-1005</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Astera Labs, Inc. [ALAB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	09/30/2024		G ⁽¹⁾		0	D	\$0	9,936	I	By Limited Partnership (TF) ⁽²⁾
Common Stock								210,012	I	By SHM Investments, LLC ⁽³⁾
Common Stock								446,879 ⁽⁴⁾	I	By Trust ⁽⁵⁾
Common Stock								23,827	I	By Irrevocable Trust ⁽⁶⁾
Common Stock								179,617	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents gift of limited partnership interests in a limited partnership to another limited partner.
- Shares held by a limited partnership of which the Reporting Person is a trustee of a trust which is the general partner. The Reporting Person disclaims beneficial ownership in these shares except as to the Reporting Person's pecuniary interest therein.
- Shares held by SHM Investments, LLC ("SHMI"). The Reporting Person is a managing member of SHMI. The Reporting Person disclaims beneficial ownership in these shares except as to the Reporting Person's pecuniary interest therein.
- The shares held by the Reporting Person prior to the transactions reported herein reflect the receipt of shares pursuant to the pro rata distribution in kind, effected by Sutter Hill Ventures, a California Limited Partnership ("SHV") to its general partner and limited partners for no additional consideration, and the further pro rata distribution in kind by the general partner of SHV, for no additional consideration to its members, including a trust of which the Reporting Person is a Trustee. The receipt of such shares by the trust constituted a change in form of ownership, which was exempt from reporting pursuant to Rule 16a-13.
- Shares held by a trust of which the Reporting Person is a Trustee. The Reporting Person disclaims beneficial ownership in these shares except as to the Reporting Person's pecuniary interest therein.
- Shares held by an irrevocable trust of which the Reporting Person is a Trustee. The Reporting Person disclaims beneficial ownership in these shares except as to the Reporting Person's pecuniary interest therein.

/s/ Kanwalpreet S. Kalra,
Attorney-in-Fact

10/02/2024

** 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.