

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>Mohan Jitendra</u> (Last) (First) (Middle) <u>C/O ASTERA LABS, INC.</u> <u>2901 TASMAN DRIVE, SUITE 205</u> (Street) <u>SANTA</u> <u>CA</u> <u>95054</u> <u>CLARA</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Astera Labs, Inc. [ALAB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/21/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	11/21/2024		S ⁽¹⁾		28,511	D	\$103.5347 ⁽²⁾	4,471,498	I	By Living Trust ⁽³⁾
Common Stock	11/21/2024		S ⁽¹⁾		28,511	D	\$103.5347 ⁽²⁾	878,894	I	By 2021 Trust 1 ⁽⁴⁾
Common Stock	11/21/2024		S ⁽¹⁾		28,511	D	\$103.5347 ⁽²⁾	878,895	I	By 2021 Trust 2 ⁽⁵⁾
Common Stock	11/21/2024		S ⁽¹⁾		28,511	D	\$103.5347 ⁽²⁾	628,895	I	By 2022 Trust 1 ⁽⁶⁾
Common Stock	11/21/2024		S ⁽¹⁾		28,511	D	\$103.5347 ⁽²⁾	628,895	I	By 2022 Trust 2 ⁽⁷⁾
Common Stock	11/21/2024		S ⁽¹⁾		28,509	D	\$103.5347 ⁽²⁾	878,892	I	By Trust ⁽⁸⁾
Common Stock								2,704,335	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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

Explanation of Responses:

1. The sales reported in this Form 4 occurred automatically pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 31, 2024.

2. The price reported in Column 4 is a weighted average price of the aggregate number of shares sold. These shares were sold in multiple transactions with 16,298 shares sold at prices ranging from \$101.6650 to \$102.5900, 91,566 shares sold at prices ranging from \$102.7300 to \$103.7263, 62,428 shares sold at prices ranging from \$103.7300 to \$104.6600, and 772 shares sold at prices ranging from \$104.7700 to \$104.7800, inclusive. The Reporting Person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. These shares are owned directly by a living trust (the "Living Trust"), 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.

4. These shares are owned directly by an estate planning trust (the "2021 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.

5. These shares are owned directly by an estate planning trust (the "2021 Trust 2"), 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.

6. These shares are owned directly by an estate planning trust (the "2022 Trust 1"). 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.

7. These shares are owned directly by an estate planning trust (the "2022 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.

8. These shares are owned directly by an estate planning trust (the "Trust"). 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

11/25/2024

** 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.