FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB APPROVAL

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	e conditions of ee Instruction 1																		
1. Name and Address of Reporting Person*  Mohan Jitendra						2. Issuer Name <b>and</b> Ticker or Trading Symbol Astera Labs, Inc. [ ALAB ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) (First) (Middle) C/O ASTERA LABS, INC. 2901 TASMAN DRIVE, SUITE 205						3. Date of Earliest Transaction (Month/Day/Year) 11/29/2024								Officer (give title Other (specify below)  Chief Executive Officer					
(Street) SANTA CLARA CA 95054					4. If <i>P</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(St		Zip)																
Table I - Non-Derivat  1. Title of Security (Instr. 3)  2. Transact Date (Month/Day						tion 2A. Deemed Execution Date,			3.	ction	4. Securitie	Securities Acquired (A) or sposed Of (D) (Instr. 3, 4 and			5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
						(month/bay/rear)		Code	<del>-                                     </del>		(A) (D)	or F	rice	Reported Transaction(s) (Instr. 3 and 4)		(i) (iiioai i)	(Instr. 4)		
Common Stock				11/29/2024					<b>G</b> <sup>(1)</sup>		12,600	D		\$0	4,430,003		I	By Living Trust <sup>(2)</sup>	
Common Stock															85	0,000	I	By Trust <sup>(3)</sup>	
Common Stock															85	0,000	I	By 2021 Trust 1 <sup>(4)</sup>	
Common Stock															850,000		I	By 2021 Trust 2 <sup>(5)</sup>	
Common Stock															600,000		I	By 2022 Trust 1 <sup>(6)</sup>	
Common Stock															600,000		I	By 2022 Trust 2 <sup>(7)</sup>	
Common	Stock													2,704,335		D			
		Tal								•	osed of, convertible			-	Owne	d			
1. Title of Derivative Security (Instr. 3)	ivative Conversion Date Execution Date, T urity or Exercise (Month/Day/Year) if any				Transaction of Code (Instr. Derivative		6. Date Exercis Expiration Dat (Month/Day/Ye		te	7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		De Se (Ir	Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ownersh Form: Direct (D or Indired (I) (Instr.	Beneficial Ownership t (Instr. 4)			
	Code			v	(A)	(D)	Date Exercis	able	Expiration Date	Amount or Number of Shares		per							

## **Explanation of Responses:**

- 1. Represents a bona fide gift of shares to a charitable entity.
- 2. 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
- 3. 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.
- 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
- 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.

## Remarks:

/s/ Philip Mazzara, Attorneyin-Fact

12/03/2024

Date

\*\* Signature of Reporting Person

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.