

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person* <u>Dyckerhoff Stefan A</u> (Last) (First) (Middle) 755 PAGE MILL ROAD, SUITE A-200 (Street) PALO ALTO CA 94304-1005 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2024	
	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	03/22/2024		C		9,936	A	(1)	9,936	I	By Limited Partnership (TF) ⁽²⁾
Common Stock	03/22/2024		C		16,503	A	(1)	16,503	I	By Trust ⁽³⁾
Common Stock	03/22/2024		C		16,761,590	A	(1)	16,761,590	I	By Limited Partnership (SHV) ⁽⁴⁾
Common Stock	03/22/2024		C		23,827	A	(1)	23,827	I	By Irrevocable Trust ⁽⁵⁾
Common Stock	03/22/2024		C		179,617	A	(1)	179,617	D	
Common Stock	03/22/2024		C		210,013	A	(1)	210,013	I	By SHM Investments, LLC ⁽⁶⁾

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				
Series A Preferred Stock	(1)	03/22/2024		C		65		(1)	(1)	Common Stock	65	\$0	0	I	By Limited Partnership (TF) ⁽²⁾
Series A Preferred Stock	(1)	03/22/2024		C		65		(1)	(1)	Common Stock	65	\$0	0	I	By Trust ⁽³⁾
Series A Preferred Stock	(1)	03/22/2024		C		9,672		(1)	(1)	Common Stock	9,672	\$0	0	I	By Limited Partnership (SHV) ⁽⁴⁾
Series B Preferred Stock	(1)	03/22/2024		C		23,827		(1)	(1)	Common Stock	23,827	\$0	0	I	By Irrevocable Trust ⁽⁵⁾
Series B Preferred Stock	(1)	03/22/2024		C		1,010		(1)	(1)	Common Stock	1,010	\$0	0	I	By Limited Partnership (TF) ⁽²⁾
Series B Preferred Stock	(1)	03/22/2024		C		179,617		(1)	(1)	Common Stock	179,617	\$0	0	D	
Series B Preferred Stock	(1)	03/22/2024		C		1,010		(1)	(1)	Common Stock	1,010	\$0	0	I	By Trust ⁽³⁾
Series B Preferred Stock	(1)	03/22/2024		C		14,957,606		(1)	(1)	Common Stock	14,957,606	\$0	0	I	By Limited Partnership (SHV) ⁽⁴⁾
Series B Preferred Stock	(1)	03/22/2024		C		203,445		(1)	(1)	Common Stock	203,445	\$0	0	I	By SHM Investments, LLC ⁽⁶⁾
Series C Preferred Stock	(1)	03/22/2024		C		6,568		(1)	(1)	Common Stock	6,568	\$0	0	I	By Trust ⁽³⁾

**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				
Series C Preferred Stock	(I)	03/22/2024		C			478,056	(I)	(I)	Common Stock	478,056	\$0	0	I	By Limited Partnership (SHV) ⁽⁴⁾
Series C Preferred Stock	(I)	03/22/2024		C			6,568	(I)	(I)	Common Stock	6,568	\$0	0	I	By SHM Investments, LLC ⁽⁶⁾
Series D Preferred Stock	(I)	03/22/2024		C			8,861	(I)	(I)	Common Stock	8,861	\$0	0	I	By Limited Partnership (TF) ⁽²⁾
Series D Preferred Stock	(I)	03/22/2024		C			8,860	(I)	(I)	Common Stock	8,860	\$0	0	I	By Trust ⁽³⁾
Series D Preferred Stock	(I)	03/22/2024		C			1,316,256	(I)	(I)	Common Stock	1,316,256	\$0	0	I	By Limited Partnership (SHV) ⁽⁴⁾

Explanation of Responses:

- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock (collectively, the "Preferred Stock") automatically converted into one share of Common Stock on a one-for-one basis, immediately prior to the closing of the Issuer's initial public offering. The shares of Preferred Stock have no expiration date.
- 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 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 Sutter Hill Ventures, a California Limited Partnership ("SHV"). The Reporting Person is a managing director and member of the management committee of the general partner of SHV. 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.
- 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.

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

03/22/2024

** 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.

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