

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Tate Michael Truett</u>  (Last) (First) (Middle) C/O ASTERA LABS, INC. 2901 TASMAN DRIVE, SUITE 205  (Street) SANTA CLARA CA 95054  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2024</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	08/13/2024		A		74,976 <sup>(1)</sup>	A	\$0	1,340,823	D	
Common Stock								879,108 <sup>(2)</sup>	I	By Tate Trust <sup>(3)</sup>

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares represent an award of restricted stock units ("RSUs") granted on August 13, 2024 (the "Grant Date") under the Astera Labs, Inc. Amended and Restated 2024 Stock Option and Incentive Plan. Such award which provides that the RSUs shall vest as to 25% on August 15, 2025 and the remaining RSUs shall vest in 12 equal quarterly installments thereafter. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- The Form 4 filed by the Reporting Person on March 22, 2024 inadvertently aggregated the direct and indirect amounts beneficially owned, which has been updated to reflect the correct amount owned by the Michael T Tate and Jeanne Larue Tate as Trustees of the Tate 1997 Living Trust Dated April 24, 1997 (the "Tate Trust").
- These shares are owned directly by Tate 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.

**Remarks:**

/s/ Philip Mazzara, Attorney-in-Fact 08/15/2024

\*\* 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.