

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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>Mohan Jitendra</u> (Last) (First) (Middle) C/O ASTERA LABS, INC. 2901 TASMAN DRIVE, SUITE 205 (Street) SANTA CLARA CA 95054 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/19/2024	3. Issuer Name and Ticker or Trading Symbol <u>Astera Labs, Inc.</u> [<u>ALAB</u>]	
		4. 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>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,704,335 ⁽¹⁾	D	
Common Stock	4,526,315	I	By Living Trust ⁽²⁾
Common Stock	1,000,000	I	By Trust ⁽³⁾
Common Stock	1,000,000	I	By 2021 Trust 1 ⁽⁴⁾
Common Stock	1,000,000	I	By 2021 Trust 2 ⁽⁵⁾
Common Stock	750,000	I	By 2022 Trust 1 ⁽⁶⁾
Common Stock	750,000	I	By 2022 Trust 2 ⁽⁷⁾

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(8)	(8)	Common Stock	66,288	0	I	By Living Trust ⁽²⁾

Explanation of Responses:

1. These shares represent an award of restricted stock units ("RSUs") granted on January 24, 2024 under the Astera Labs, Inc. Amended and Restated 2018 Equity Incentive Plan, all of which RSUs are currently unvested. Such award vests upon satisfaction of both (i) a time-based condition, which provides that the RSUs shall vest as to 25% on February 15, 2025 and the remaining RSUs shall vest in 12 equal quarterly installments thereafter, and (ii) a performance-based condition, which is satisfied upon the occurrence of a change in control of the Issuer or the consummation of an initial public offering of the Issuer's equity securities, subject to the Reporting Person's continuous service relationship with the Issuer through each applicable vesting date. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

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 3 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.

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 3 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 3 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 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 3 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 3 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 3 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. Each share of Series A Preferred Stock shall automatically convert into one share of Common Stock on a one-for-one basis, immediately upon the closing of the Issuer's initial public offering. The shares of Series A Preferred Stock have no expiration date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Philip Mazzara,
Attorney-in-Fact

03/19/2024

** 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 5 (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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Michael Tate and Philip Mazzara, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or securityholder of Astera Labs, Inc., a Delaware corporation (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of, or legal counsel to, the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 15, 2024.

/s/ Jitendra Mohan

Jitendra Mohan