

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): June 23, 2024

**Astera Labs, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-736297**  
(Commission  
File Number)

**82-3437062**  
(IRS Employer  
Identification No.)

**2901 Tasman Drive, Suite 205**  
**Santa Clara, CA 95054**  
(Address of principal executive offices) (Zip Code)  
**Registrant's telephone number, including area code: (408) 337-9056**

**Not applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
<b>Common Stock, par value \$0.0001 per share</b>	<b>ALAB</b>	<b>Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 23, 2024, the Board of Directors (the “Board”) of Astera Labs, Inc. (the “Company”) increased the authorized number of directors on the Board from six to seven and, upon recommendation of the Board’s Nominating and Corporate Governance Committee, appointed Bethany Mayer to the Board and to the Audit Committee of the Board (the “Audit Committee”), and to replace Stefan Dyckerhoff as a member of the Audit Committee, with the Board appointment effective June 23, 2024, and the Audit Committee appointment effective July 25, 2024. The Board determined that Ms. Mayer is an independent director in accordance with applicable Nasdaq listing rules and the rules and regulations of the U.S. Securities and Exchange Commission. Ms. Mayer has been designated as a Class I director and plans to stand for election at the Company’s 2025 Annual Meeting of Stockholders.

Ms. Mayer is currently an executive advisor with Siris Capital Group LLC, a private equity firm. Previously, she served as Executive Vice President of Corporate Development and Technology of Sempra Energy, an energy infrastructure company, from November 2018 to January 2019. From 2014 through April 2017, she was the President and Chief Executive Officer of Ixia, a market leader in test, visibility, and security solutions, until it was acquired by Keysight Technologies in April 2017. From 2011 through 2014, Ms. Mayer served as Senior Vice President and General Manager of HP’s Networking Business unit and the NFV business unit. From 2010 until 2011, she served as Vice President, Marketing and Alliances, for HP’s Enterprise Servers Storage and Networking Group. Prior to joining HP, she held leadership roles at Blue Coat Systems, Cisco and Apple Computer. She has served on the board of directors of Hewlett Packard Enterprise, multinational information technology company, since June 2023; Box, Inc., a cloud-based content management platform, since April 2020, where she is currently chair; LAM Research Corporation, a semiconductor equipment company, since May 2019; and Sempra Energy, an energy services holding company, since June 2019. Ms. Mayer previously served on the board of directors of Ixia from 2014 through April 2017; Delphi Automotive PLC, an auto parts supplier, from August 2015 to April 2016; and Marvell Technology, Inc. (formerly Marvell Technology Group), an infrastructure semiconductor solutions company, from May 2018 to June 2022. Ms. Mayer holds a B.S. in Political Science from Santa Clara University, an M.B.A. from California State University-Monterey Bay, and an M.S. in Cybersecurity from New York University.

In connection with Ms. Mayer’s service as a director, she will be entitled to the Company’s customary compensatory arrangement for non-employee directors, including a prorated annual retainer of \$60,000 for Board service and a prorated annual retainer of \$12,500 for Audit Committee service. In addition, upon her initial election to the Board, Ms. Mayer will be granted a one-time restricted stock unit (“RSU”) award with a fair market value of \$330,000, pursuant to the terms of the Company’s 2024 Stock Option and Incentive Plan (the “Award”). The RSUs subject to the Award will vest in equal annual installments over three years from the date of the grant, subject to Ms. Mayer’s continued service to the Company. In addition, Ms. Mayer will enter into the Company’s standard form of indemnification agreement.

There are no arrangements or understandings between Ms. Mayer and any other person pursuant to which Ms. Mayer was selected as a director. In addition, there are no transactions in which Ms. Mayer has an interest that would require disclosure under Item 404(a) of Regulation S-K. Ms. Mayer does not have any family relationships with any of the Company’s directors or executive officers.

A copy of the press release related to Ms. Mayer’s appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Press release issued by Astera Labs, Inc. dated June 24, 2024.</a>
104	<a href="#">Cover Page Interactive Data File (Cover page XBRL tags are embedded within the Inline XBRL document)</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 24, 2024

Astera Labs, Inc.

By: /s/ Michael Tate

Name: Michael Tate

Title: Chief Financial Officer

**NEWS RELEASE****Asteralabs Appoints Bethany Mayer to Board of Directors**

*Mayer brings technology and leadership expertise in scaling multi-billion-dollar enterprises*

**SANTA CLARA, CA, U.S. – June 24, 2024** – Astera Labs, Inc. (Nasdaq: ALAB), a global leader in semiconductor-based connectivity solutions for AI and cloud infrastructure, today announced the appointment of Bethany Mayer to its Board of Directors. Mayer brings over 30 years of experience as a visionary leader and board member at networking, cybersecurity, and semiconductor companies.

“Bethany brings a wide range of technology and leadership experiences at both global corporations and tech start-ups to Astera Labs, and we are pleased to welcome her to the Board of Directors,” said Jitendra Mohan, CEO and Co-founder, Astera Labs.

“Her expertise will be highly valuable as we continue to scale Astera Labs at a rapid pace to execute our mission to unleash the potential of AI and cloud infrastructure.”

Mayer is the former President and CEO of Ixia (NASDAQ: XXIA), a publicly traded global company and the market leader in test, visibility, and security solutions. During her tenure at Ixia, she drove its growth in key new markets, culminating in a successful sale of the company to Keysight Technologies Inc. Prior to Ixia, she was Senior Vice President and General Manager of the Networking Business Unit of HP Inc, which included the former 3Com, HP ProCurve, Tipping Point, and H3C, a Chinese subsidiary. Mayer served as Senior Vice President, Marketing and Product Management, for Blue Coat Systems. Previously Mayer held leadership roles in product development at Cisco Systems and Apple.

Mayer is also currently the Chair of Box, Inc. and sits on the boards of Hewlett Packard Enterprise, LAM Research Corporation, and Sempra Energy. She previously served on the boards of Ixia and Marvell Technology, Inc. Mayer holds a BS from Santa Clara University, an MBA from California State University, Monterey Bay, and an MS in Cybersecurity from New York University.

“Bethany is a strong leader, and her experiences on the boards of other leading technology public companies, along with significant corporate governance expertise across a range of industries, make her a most valuable addition to our Board,” said Manuel Alba, Chairman of the Board, Astera Labs.

“We are living in the AI era, and Astera Labs is playing an incredible role in enabling next-generation data center connectivity required for Generative AI applications,” said Bethany Mayer. “It is an exciting time to join the company after its successful IPO, and I look forward to working with the team and contributing to its continued success.”

### **About Astera Labs**

Astera Labs is a global leader in purpose-built connectivity solutions that unlock the full potential of AI and cloud infrastructure. Our Intelligent Connectivity Platform integrates PCIe®, CXL®, and Ethernet semiconductor-based solutions and the COSMOS software suite of system management and optimization tools to deliver a software-defined architecture that is both scalable and customizable. Inspired by trusted relationships with hyperscalers and the data center ecosystem, we are an innovation leader delivering products that are flexible and interoperable. Discover how we are transforming modern data-driven applications at [www.asteralabs.com](http://www.asteralabs.com).

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