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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).

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 defense conditions of Rule 10b5-1(c). See Instruction 10.

<b>1. Name and Address of Reporting Person*</b> <u>Gajendra Sanjay</u>  (Last) (First) (Middle) C/O ASTERA LABS, INC. 2901 TASMAN DRIVE, SUITE 205  (Street) SANTA CLARA CA 95054  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Astera Labs, Inc. [ ALAB ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 08/30/2024	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	08/30/2024		S <sup>(1)</sup>		20,888	D	\$41.45 <sup>(2)</sup>	7,084,657	I	By Trust 1 <sup>(3)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		20,472	D	\$42.24 <sup>(4)</sup>	7,064,185	I	By Trust 1 <sup>(3)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		7,237	D	\$43.12 <sup>(5)</sup>	7,056,948	I	By Trust 1 <sup>(3)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		3,803	D	\$44.21 <sup>(6)</sup>	7,053,145	I	By Trust 1 <sup>(3)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		6,499	D	\$45.03 <sup>(7)</sup>	7,046,646	I	By Trust 1 <sup>(3)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		2,200	D	\$46.11 <sup>(8)</sup>	7,044,446	I	By Trust 1 <sup>(3)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		600	D	\$47.85	7,043,846	I	By Trust 1 <sup>(3)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		5,400	D	\$45.08 <sup>(9)</sup>	869,600	I	By Trust 2 <sup>(10)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		300	D	\$46.16 <sup>(11)</sup>	869,300	I	By Trust 2 <sup>(10)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		100	D	\$47.85	869,200	I	By Trust 2 <sup>(10)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		5,400	D	\$45.05 <sup>(9)</sup>	869,600	I	By Trust 3 <sup>(12)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		300	D	\$46.16 <sup>(11)</sup>	869,300	I	By Trust 3 <sup>(12)</sup>
Common Stock	08/30/2024		S <sup>(1)</sup>		100	D	\$47.85	869,200	I	By Trust 3 <sup>(12)</sup>
Common Stock								2,704,335 <sup>(13)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	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 Underlying 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)
<b>Explanation of Responses:</b>										

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on May 31, 2024.

2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$40.79 to \$41.78. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. These shares are owned directly by an estate planning trust ("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.

4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$41.79 to \$42.78. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$42.79 to \$43.77. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$43.79 to \$44.73. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$44.80 to \$45.40. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$45.84 to \$46.77. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

9. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.89. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. These shares are owned directly by an estate planning trust ("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.

11. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$46.13 to \$46.21. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

12. These shares are owned directly by an estate planning trust ("Trust 3"). 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.

13. 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.

**Remarks:**

President and Chief Operating Officer

/s/ Philip Mazzara, Attorney-in-Fact      09/04/2024

\*\* 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.**