

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>PERCEPTIVE ADVISORS LLC</u> <hr/> (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10003</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Athira Pharma, Inc. [ ATHA ]</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) <u>05/20/2022</u>					
			4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person					

**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			

**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
Stock Option (Right to Buy)	\$8.93	05/20/2022		A		13,871		(1)	05/19/2032	Common Stock	13,871	\$0	13,871	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>PERCEPTIVE ADVISORS LLC</u> <hr/> (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10003</u> <hr/> (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>PERCEPTIVE LIFE SCIENCES MASTER FUND LTD</u> <hr/> (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10003</u> <hr/> (City) (State) (Zip)		

**Explanation of Responses:**

- The shares subject to the option will vest on the earlier of (i) May 28, 2023, or (ii) the day immediately before the date of the next annual meeting of the Issuer's stockholders that occurs after May 20, 2022.
- Consists of options to purchase shares of the Issuer's common stock awarded to Joseph Edelman in connection with his role as a member of the Issuer's Board of Directors. Mr. Edelman is the managing member of Perceptive Advisors LLC (the "Advisor"). The Advisor may be deemed to have an indirect pecuniary interest in the options to purchase common stock of the Issuer reported herein because the Advisor has the right to receive the director compensation provided in respect of Mr. Edelman's board service through a partial management fee offset.

/s/ Perceptive Life Sciences Master Fund Ltd., By: Perceptive Advisors LLC, its investment manager By: Joseph Edelman, its managing member /s/ Perceptive Advisors LLC, 05/27/2022

By: Joseph Edelman, its  
managing member

\*\* 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.**