

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Litton Mark James</u>			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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Operating Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/22/2020</u>			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		
C/O ATHIRA PHARMA, INC. 4000 MASON ROAD, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SEATTLE WA 98195</u>								
(City) (State) (Zip)								

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	09/22/2020		C ⁽¹⁾		13,126	A	\$0.00	63,566	D	
Common Stock	09/22/2020		C ⁽²⁾		6,563	A	\$0.00	6,563	I	By Irrevocable Trust of OSL
Common Stock	09/22/2020		C ⁽²⁾		6,563	A	\$0.00	6,563	I	By Irrevocable Trust of SWL
Common Stock	09/22/2020		C ⁽²⁾		6,563	A	\$0.00	6,563	I	By Irrevocable Trust of WGL

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					
Series B Preferred Stock	\$0.00	09/22/2020	(1)	C ⁽¹⁾		13,126	(1)	(1)	Common Stock	13,126	\$0.00	0	D	
Series B-1 Preferred Stock	\$0.00	09/22/2020	(2)	C ⁽²⁾		6,563	(2)	(2)	Common Stock	6,563	\$0.00	0	I	By Irrevocable Trust of OSL
Series B-1 Preferred Stock	\$0.00	09/22/2020	(2)	C ⁽²⁾		6,563	(2)	(2)	Common Stock	6,563	\$0.00	0	I	By Irrevocable Trust of WGL
Series B-1 Preferred Stock	\$0.00	09/22/2020	(2)	C ⁽²⁾		6,563	(2)	(2)	Common Stock	6,563	\$0.00	0	I	By Irrevocable Trust of SWL

Explanation of Responses:

- Each share of Series B Preferred Stock automatically converted into one share of Common Stock immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- Each share of Series B-1 Preferred Stock automatically converted into one share of Common Stock immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.

Remarks:

/s/ Glenna Mileson, attorney-in-fact on behalf of Mark Litton 09/22/2020

** 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.