

**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

OMB APPROVAL	
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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.

1. Name and Address of Reporting Person* <u>Worthington Mark</u>  (Last) (First) (Middle) C/O ATHIRA PHARMA, INC. 18706 NORTH CREEK PARKWAY, SUITE 104  (Street) BOTHELL WA 98011  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) General Counsel and CCO
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	11/18/2024 <sup>(2)</sup>		A	V	3,651	A	\$0.55 <sup>(3)</sup>	55,578	D	
Common Stock	12/31/2024		M		36,667	A	\$0	92,245	D	
Common Stock	01/02/2025		S <sup>(4)</sup>		8,510	D	\$0.5619 <sup>(5)</sup>	83,735	D	

**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		Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units <sup>(6)</sup>	(7)	12/31/2024		M		36,667	(8)	(8)	Common Stock	36,667	\$0	73,333	D	

**Explanation of Responses:**

- The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Athira Pharma, Inc. 2020 Employee Stock Purchase Plan ("ESPP"), for the ESPP Purchase Period (as defined in the ESPP) of May 20, 2024 through November 18, 2024. This transaction is also exempt under Rule 16b-3(c).
- The Purchase Period ended November 18, 2024 and is the Purchase Period comprising the Offering Period (as defined in the ESPP) that began May 20, 2024.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price on November 18, 2024.
- Represents shares of common stock sold to cover tax withholding and remittance obligations in connection with the vesting of restricted stock units ("RSU") pursuant to mandatory "sell to cover" policies maintained by the issuer and provisions contained in the reporting person's applicable RSU agreement, and does not represent a discretionary sale by the reporting person.
- The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$0.5414 to \$0.5939, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- RSUs convert into common stock on a one-for-one basis.
- Each RSU represents a contingent right to receive one (1) share of Issuer's common stock.
- On October 1, 2024, the reporting person was granted 110,000 RSUs. One-third (1/3rd) of the RSUs vest on each of December 31, 2024, June 30, 2025 and December 31, 2025, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2020 Equity Incentive Plan (the "Plan")) through the applicable vesting dates.

/s/ Mark Worthington

01/03/2025

\*\* 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.