

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>		
3. Date of Earliest Transaction (Month/Day/Year) 01/04/2024			4. If Amendment, Date of Original Filed (Month/Day/Year) 01/08/2024			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		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

**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	01/04/2024 <sup>(1)</sup>		A		20,000 <sup>(2)</sup>	A	\$0	149,217	D	
Common Stock	01/05/2024		s <sup>(3)</sup>		4,820	D	\$2.91 <sup>(4)</sup>	144,397	D	
Common Stock								6,563	I	By Irrevocable Trust of OSL <sup>(5)</sup>
Common Stock								6,563	I	By Irrevocable Trust of SWL <sup>(6)</sup>
Common Stock								6,563	I	By Irrevocable Trust of WGL <sup>(7)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

**Explanation of Responses:**

- On November 3, 2021, the reporting person was granted restricted stock units ("RSUs") representing 60,000 shares of Common Stock of the Issuer. The RSUs are scheduled to vest according to the following amended vesting schedule: (1) one third (1/3rd) of the number of shares subject to the RSU award vest at the completion of the public readout of topline results of the Issuer's ACT-AD Phase 2 clinical trial; (2) one third (1/3rd) of the number of shares subject to the RSU award vest as of the date the Compensation Committee (the "Committee") determines that enrollment of the Company's LIFT-AD Phase 2/3 clinical trial has been completed, and (3) one third (1/3rd) of the number of shares subject to the RSU award vest as of the completion of the public readout of topline results of the Issuer's LIFT-AD Phase 2/3 clinical trial (the "LIFT-AD Readout"), in each case subject to continued service with the Issuer through the applicable vesting date.
- On January 4, 2024, the Committee determined that enrollment of the Company's LIFT-AD Phase 2/3 clinical trial had been completed and 20,000 RSUs vested and settled on such date. The original Form 4 incorrectly reported the determination date as January 4, 2023.
- The reported shares were sold to cover the Issuer's tax withholding obligations in connection with the vesting of RSUs. Such sale was made pursuant to an Issuer-mandated policy and was not subject to discretion.
- 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 \$2.84 to \$3.01, 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.
- Reflects Common Stock held by Irrevocable Trust of OSL held for the benefit of Dr. Litton's children.
- Reflects Common Stock held by Irrevocable Trust of SWL held for the benefit of Dr. Litton's children.
- Reflects Common Stock held by Irrevocable Trust of WGL held for the benefit of Dr. Litton's children.

/s/ Mark Worthington,  
Attorney-in-Fact for Mark  
Litton

02/16/2024

\*\* 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.**