

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>Harris Matthew Scott</u>  (Last) (First) (Middle) <u>C/O ALTIMMUNE, INC., 910 CLOPPER ROAD, SUITE 201S</u>  (Street) <u>GAITHERSBURG MD 20878</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Altimune, Inc. [ ALT ]</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) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2023</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 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			
Common Stock, par value \$0.0001	01/31/2023		A <sup>(1)</sup>		1,296	A	\$10.2085 <sup>(2)</sup>	13,917	D	
Common Stock, par value \$0.0001	02/01/2023		M		6,166	A	\$0 <sup>(3)</sup>	20,083	D	
Common Stock, par value \$0.0001	02/01/2023		F <sup>(4)</sup>		2,183	D	\$13.78	17,900	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	02/01/2023		M		6,166		(5)	(5)	Common Stock, par value \$0.0001	6,166	\$0.00	12,332	D	

**Explanation of Responses:**

- These shares were purchased due to participation by the reporting individual in the Issuer's 2019 Employee Stock Purchase Plan ("ESPP"). It pertains to the ESPP purchase period from August 1, 2022 through January 31, 2023.
- In accordance with the ESPP, these shares were purchased based on 85% of the opening price of the issuer's common stock on August 1, 2022.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Common Stock, par value \$0.0001, when vested.
- Vesting transaction: Shares surrendered to the Issuer solely to cover taxes associated with vesting of RSUs.
- The RSUs become vested in substantially equal annual installments over the 4 years following February 1, 2021, subject to the reporting person's continued service through the applicable vesting date, and have no expiration date.

/s/ Richard Eisenstadt, as  
Attorney-in-Fact

02/02/2023

\*\* 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.