

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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) <u>C/O ATHIRA PHARMA, INC.</u> <u>4000 MASON ROAD, SUITE 300</u> (Street) <u>SEATTLE WA 98195</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/17/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Athira Pharma, Inc. [ATHA]</u>	
		4. 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 Operating Officer</u>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock⁽¹⁾</u>	<u>50,440</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series B Preferred Stock⁽¹⁾</u>	<u>(2)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>13,126</u>	<u>0.00</u>	<u>D</u>	
<u>Series B-1 Preferred Stock⁽¹⁾</u>	<u>(4)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>6,563</u>	<u>0.00</u>	<u>I</u>	<u>By Irrevocable Trust of OSL</u>
<u>Series B-1 Preferred Stock⁽¹⁾</u>	<u>(4)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>6,563</u>	<u>0.00</u>	<u>I</u>	<u>By Irrevocable Trust of SWL</u>
<u>Series B-1 Preferred Stock⁽¹⁾</u>	<u>(4)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>6,563</u>	<u>0.00</u>	<u>I</u>	<u>By Irrevocable Trust of WGL</u>
<u>Stock Option (Right to Buy)⁽¹⁾</u>	<u>(5)</u>	<u>08/14/2029</u>	<u>Common Stock</u>	<u>151,320</u>	<u>1.35</u>	<u>D</u>	
<u>Stock Option (Right to Buy)⁽¹⁾</u>	<u>(6)</u>	<u>09/16/2030</u>	<u>Common Stock</u>	<u>46,657</u>	<u>17</u>	<u>D</u>	

Explanation of Responses:

- Reflects a 7.9302-for-1 reverse stock split of the outstanding shares of the Issuer effected September 11, 2020.
- The Series B Preferred Stock will automatically convert to shares of the Issuers Common Stock upon the closing of the Issuers initial public offering on a 1-for-1 basis.
- Each share has no expiration date.
- The Series B-1 Preferred Stock will automatically convert to shares of the Issuers Common Stock upon the closing of the Issuers initial public offering on a 1-for-1 basis.
- One-fourth of the shares subject to the option vested on July 1, 2020 and one-fourth of the shares subject to the option vest on each year thereafter.
- One-fourth of the shares subject to the option will vest on August 26, 2021 and one-fourth of the shares subject to the option vest on each year thereafter.

Remarks:

Glenna Mileson, Attorney 09/17/2020
in fact for Mark Litton

** 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Athira Pharma, Inc. (the Company), hereby constitutes and appoints Glenna Mileson, Barbara Mery and each of the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, Professional Corporation, the undersigneds true and lawful attorney-in-fact to:

1. complete and execute Forms ID, 3,4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigneds ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigneds holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of August 21, 2020

Signature: /s/ Mark Litton
Mark Litton