

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 _____ Officer (give title below) _____ Other (specify below) _____ X Chief Operating Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/17/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
C/O ATHIRA PHARMA, INC. 18706 NORTH CREEK PARKWAY, SUITE 104			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(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 ⁽¹⁾	05/18/2021 ⁽²⁾		A	V	867	A	\$14.45 ⁽³⁾	64,433	D	
Common Stock	08/17/2021		M		50,440	A	\$1.35	114,873	D	
Common Stock								6,563	I	By Irrevocable Trust of OSL ⁽⁴⁾
Common Stock								6,563	I	By Irrevocable Trust of SWL ⁽⁵⁾
Common Stock								6,563	I	By Irrevocable Trust of WGL ⁽⁶⁾

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
Stock Option (Right to Buy)	\$1.35	08/17/2021		M		50,440		(7)	08/14/2029	Common Stock	50,440	\$0.00	100,880	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 September 17, 2020 through May 18, 2021. This transaction is also exempt under Rule 16b-3(c).
- The Purchase Period ended May 18, 2021 and is the Purchase Period comprising the Offering Period (as defined in the ESPP) that began September 17, 2020.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the initial public offering price from the issuer's initial public offering.
- 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.
- 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.

Remarks:

/s/ Glenna Mileson, Attorney-in-fact on behalf of Mark Litton 08/19/2021

** 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.