

**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) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2022</u>	
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>	05/18/2022 <sup>(2)</sup>		A	V	757	A	\$7.06 <sup>(3)</sup>	116,515	D	
Common Stock	06/22/2022		A		20,000 <sup>(4)</sup>	A	\$0.00	136,515	D	
Common Stock	06/23/2022		s <sup>(5)</sup>		7,960	D	\$2.69 <sup>(6)</sup>	128,555	D	
Common Stock								6,563	I	By Irrevocable Trust of OSL <sup>(7)</sup>
Common Stock								6,563	I	By Irrevocable Trust of SWL <sup>(8)</sup>
Common Stock								6,563	I	By Irrevocable Trust of WGL <sup>(9)</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)
				Code	V		Date Exercisable	Expiration Date					

**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 November 18, 2021 through May 18, 2022. This transaction is also exempt under Rule 16b-3(c).
- The Purchase Period ended May 18, 2022 and is the Purchase Period comprising the Offering Period (as defined in the ESPP) that began November 18, 2021.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price on May 18, 2022.
- 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 were scheduled to vest according to the following 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 at the completion of the public readout of topline results of the Issuer's LIFT-AD Phase 2/3 clinical trial (the "LIFT-AD Readout") and (3) one third (1/3rd) of the number of shares subject to the RSU award vest six (6) months after the LIFT-AD Readout, in each case subject to continued service with the Issuer through the applicable vesting date. On June 22, 2022, the Issuer completed the public readout of topline results of the ACT-AD Phase 2 clinical trial and 20,000 RSUs vested and settled on such date.
- 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 \$2.62 to \$2.78, 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.

**Remarks:**

/s/ Glenna Milesen, Attorney- 06/24/2022  
in-Fact on behalf of 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 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.

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