

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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> (Last) (First) (Middle) <u>C/O ATHIRA PHARMA, INC.</u> <u>18706 NORTH CREEK PARKWAY, SUITE 104</u> (Street) <u>BOTHELL WA 98011</u> (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>01/27/2022</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 ⁽¹⁾ | 11/18/2021 ⁽²⁾ | | A | V | 885 | A | \$12.51 ⁽³⁾ | 115,758 | 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 | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$9.91 | 01/27/2022 | | A | | 400,000 | | (7) | 01/26/2032 | Common Stock | 400,000 | \$0.00 | 400,000 | 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 May 18, 2021 through November 18, 2021. This transaction is also exempt under Rule 16b-3(c).
- The Purchase Period ended November 18, 2021 and is the Purchase Period comprising the Offering Period (as defined in the ESPP) that began May 18, 2021.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price on November 18, 2021.
- 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-forty eighth (1/48th) of the shares subject to the option will vest on February 18, 2022, and one forty-eighth of the shares subject to the option will vest each month thereafter.

Remarks:

/s/ Glenna Mileson, Attorney-in-fact on behalf of Mark Litton 01/31/2022

** 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.