

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Worthington Mark</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O ATHIRA PHARMA, INC.</p> <p>18706 NORTH CREEK PARKWAY, SUITE 104</p> <hr/> <p>(Street)</p> <p>BOTHELL WA 98011</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Athira Pharma, Inc. [ATHA]</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">General Counsel</p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>01/04/2024</p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		
<p>Rule 10b5-1(c) Transaction Indication</p> <p><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</p>		

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⁾	05/18/2023 ⁽²⁾		A	V	7,767	A	\$2.41 ⁽³⁾	26,864	D	
Common Stock	01/04/2024 ⁽⁴⁾		A		10,000 ⁽⁵⁾	A	\$0.00	36,864	D	
Common Stock	01/05/2024 ⁽⁵⁾		S ⁽⁶⁾		2,412	D	\$2.91 ⁽⁷⁾	34,452	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		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, 2022 through May 18, 2023. This transaction is also exempt under Rule 16b-3(c).
- The Purchase Period ended May 18, 2023 and is the Purchase Period comprising the Offering Period (as defined in the ESPP) that began November 18, 2022.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price on May 18, 2023.
- On November 3, 2021, the reporting person was granted restricted stock units ("RSUs") representing 30,000 shares of Common Stock of the Issuer. The RSUs are scheduled to vest according to the following amended vesting 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 as of the date the Compensation Committee (the "Committee") determines that enrollment of the Company's LIFT-AD Phase 2/3 clinical trial has been completed, and (3) one third (1/3rd) of the number of shares subject to the RSU award vest as of the completion of the public readout of topline results of the Issuer's LIFT-AD Phase 2/3 clinical trial (the "LIFT-AD Readout"), in each case subject to continued service with the Issuer through the applicable vesting date.
- On January 4, 2023, the Committee determined that enrollment of the Company's LIFT-AD Phase 2/3 clinical trial had been completed and 10,000 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 \$2.84 to \$3.01, 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.

Remarks:

/s/ Mark Worthington 01/08/2024

** 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.