

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Harris Matthew Scott</u> (Last) (First) (Middle) <u>C/O ALTIMMUNE, INC.</u> <u>910 CLOPPER ROAD, SUITE 201S</u> (Street) <u>GAITHERSBURG MD 20878</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Altimune, Inc. [ALT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">Chief Medical Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2021</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, par value \$0.0001	01/31/2021		A ⁽¹⁾		968	A	\$12.14 ⁽²⁾	5,037	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (option to buy)	\$16.71	02/01/2021		A		90,000		(3)	02/01/2031	Common Stock, par value \$0.0001	90,000	\$0.00	90,000	D	
Restricted Stock Units	(4)	02/01/2021		A		24,664		(5)	(5)	Common Stock, par value \$0.0001	24,664	\$0.00	24,664	D	

Explanation of Responses:

- These shares were purchased due to participation by the reporting individual in the issuer's 2019 Employee Stock Purchase Plan ("ESPP"). It pertains to the ESPP purchase period from August 1, 2020 through January 31, 2021.
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on January 31, 2021.
- Twenty-five percent of the shares underlying the option become vested and exercisable on February 1, 2022 and the remaining 75% of the shares underlying the option become vested and exercisable in substantially equal monthly installments over the 36 months following February 2, 2022, subject to the reporting person's continued service through the applicable vesting date.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Common Stock, par value \$0.0001, when vested.
- The RSUs become vested and exercisable in substantially equal annual installments over the 4 years following February 2, 2021, subject to the reporting person's continued service through the applicable vesting date, and have no expiration date.

Remarks:

On November 13, 2020, the reporting person filed a Form 4 which inadvertently indicated that the reporting person is a director of the issuer. His correct title is Chief Medical Officer.

/s/ William Brown, as
Attorney-in Fact 02/03/2021

** 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.

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