

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>Venrock Healthcare Capital Partners III, L.P.</u>  (Last) (First) (Middle) C/O VENROCK 7 BRYANT PARK, 23RD FLOOR  (Street) NEW YORK NY 10018  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/22/2020	3. Issuer Name and Ticker or Trading Symbol <u>Altimune, Inc. [ ALT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,696,364	I	By Funds <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Venrock Healthcare Capital Partners III, L.P.</u>  (Last) (First) (Middle) C/O VENROCK 7 BRYANT PARK, 23RD FLOOR  (Street) NEW YORK NY 10018  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>VHCP Co-Investment Holdings III, LLC</u>  (Last) (First) (Middle) C/O VENROCK 7 BRYANT PARK, 23RD FLOOR  (Street) NEW YORK NY 10018  (City) (State) (Zip)
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VHCP Management III, LLC](#)

(Last) (First) (Middle)

C/O VENROCK  
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Venrock Healthcare Capital Partners II, L.P.](#)

(Last) (First) (Middle)

C/O VENROCK  
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VHCP Co-Investment Holdings II, LLC](#)

(Last) (First) (Middle)

C/O VENROCK  
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VHCP Management II, LLC](#)

(Last) (First) (Middle)

C/O VENROCK  
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Koh Bong Y](#)

(Last) (First) (Middle)

C/O VENROCK  
7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

Shah Nimish P

(Last) (First) (Middle)

C/O VENROCK

7 BRYANT PARK, 23RD FLOOR

(Street)

NEW YORK NY 10018

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Represents (a) 969,473 shares of common stock held by Venrock Healthcare Capital Partners III, L.P. ("VHCP III"), (b) 96,862 shares of common stock held by VHCP Co-Investment Holdings III, LLC ("VHCP III Co"), (c) 448,349 shares of common stock held by Venrock Healthcare Capital Partners II, L.P. ("VHCP II"), and (d) 181,680 shares of common stock held by VHCP Co-Investment Holdings II, LLC ("VHCP II Co"). VHCP Management III, LLC ("VHCPM III") is the sole general partner of VHCP III and the sole manager of VHCP III Co. VHCP Management II, LLC ("VHCPM II") is the sole general partner of VHCP II and the sole manager of VHCP II Co. Dr. Bong Koh and Nimish Shah are the voting members of VHCPM III and VHCPM II. Dr. Koh, Mr. Shah, VHCPM III and VHCPM II disclaim beneficial ownership over all shares held by VHCP III, VHCP III Co, VHCP II and VHCP II Co, except to the extent of their respective indirect pecuniary interests therein.

**Remarks:**

/s/ David L. Stepp,  
Authorized Signatory 05/28/2020

/s/ Bong Koh 05/28/2020

/s/ Nimish Shah 05/28/2020

\*\* 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 5 (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.**