

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Shutterly Andrew</u> (Last) (First) (Middle) C/O ALTIMMUNE, INC. 910 CLOPPER ROAD, SUITE 201S (Street) GAITHERSBURG MD 20878 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/26/2024	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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, par value \$0.0001	10,113	D	

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				
Stock Option (Right to Buy)	(1)	03/17/2032	Common Stock, par value \$0.0001	20,000	7.05	D
Stock Option (Right to Buy)	(2)	01/30/2033	Common Stock, par value \$0.0001	25,000	12.88	D
Stock Option (Right to Buy)	(3)	05/22/2033	Common Stock, par value \$0.0001	15,000	4.48	D
Stock Option (Right to Buy)	(4)	01/25/2034	Common Stock, par value \$0.0001	12,000	9.28	D
Restricted Stock Units	(5)	(5)	Common Stock, par value \$0.0001	11,250	0.00	D
Restricted Stock Units	(6)	(6)	Common Stock, par value \$0.0001	3,000	0.00	D

Explanation of Responses:

- Twenty-five percent of the shares underlying the option became vested and exercisable on March 17, 2023 and the remaining 75% of the shares underlying the option become vested and exercisable in substantially equal monthly installments over the 36 months following March 17, 2023, subject to the reporting person's continued service through the applicable vesting date.
- Twenty-five percent of the shares underlying the option became vested and exercisable on January 30, 2024 and the remaining 75% of the shares underlying the option become vested and exercisable in substantially equal monthly installments over the 36 months following January 30, 2024, subject to the reporting person's continued service through the applicable vesting date.
- Twenty-five percent of the shares underlying the option became vested and exercisable on May 22, 2024 and the remaining 75% of the shares underlying the option become vested and exercisable in substantially equal monthly installments over the 36 months following May 22, 2024, subject to the reporting person's continued service through the applicable vesting date.
- Twenty-five percent of the shares underlying the option become vested and exercisable on January 25, 2025 and the remaining 75% of the shares underlying the option become vested and exercisable in substantially equal monthly installments over the 36 months following January 25, 2025, subject to the reporting person's continued service through the applicable vesting date.
- The RSUs will vest in equal annual installments of 3,750 shares on January 30, 2025, January 30, 2026 and January 30, 2027, subject to the reporting person's continued service through the applicable date, and have no expiration date.
- The RSUs become vested and exercisable over four 4 years with 25% of the shares vesting on January 25, 2025, with the remainder vesting in equal annual installments for the

following three years, subject to the reporting person's continued service through the applicable date, and have no expiration date.

Remarks:

Acting Chief Financial Officer. Exhibit 24 - Power of Attorney.

/s/ Vipin K. Garg, as
Attorney-in-Fact

07/01/2024

** 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 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Vipin K. Garg and Siavosh Salimi, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Altimmune, Inc. (the "**Company**"), (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the United States Securities and Exchange Commission using the EDGAR System, (ii) Forms 3, 4 and 5, (iii) Schedule 13D, (iv) Schedule 13G and (v) amendments of each thereof, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D, Schedule 13G or any amendments thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the United States Securities and Exchange Commission as a confirming statement of the authority granted herein. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an executive officer of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of June 2024.

/s/ Andrew Shutterly

Signature

Andrew Shutterly

Print Name
