

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>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. Issuer Name and Ticker or Trading Symbol <u>Altimmune, Inc. [ALT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2021	
	4. 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 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	02/25/2021		J ⁽¹⁾		1,000,000	D	\$0.00 ⁽¹⁾	3,500,000 ⁽²⁾	I	By Funds ⁽³⁾

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
Warrant	\$0.0001	02/25/2021		J ⁽¹⁾		1,000,000		(4)	(5)	Common Stock	1,000,000	\$0.00	1,000,000 ⁽⁶⁾	I	By Funds ⁽³⁾

1. Name and Address of Reporting Person*
Venrock Healthcare Capital Partners III, 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 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*
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:

- On February 25, 2021, the Issuer entered into an exchange agreement with the Reporting Persons pursuant to which the Issuer exchanged an aggregate of 1,000,000 shares of common stock owned by the Reporting Persons for pre-funded warrants (the "Exchange Warrants") to purchase an aggregate of 1,000,000 shares of common stock (subject to adjustment in the event of stock splits, recapitalizations and other similar events affecting common stock), with an exercise price of \$0.0001 per share.
- Consists of 925,050 shares held by Venrock Healthcare Capital Partners II, L.P. ("VHCP II"), 374,849 shares held by VHCP Co-Investment Holdings II, LLC ("VHCP II Co"), 2,000,252 shares held by Venrock Healthcare Capital Partners III, L.P. ("VHCP III") and 199,849 shares held by VHCP Co-Investment Holdings III, LLC ("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. VHCP Management III, LLC ("VHCPM III") is the sole general partner of VHCP III and the sole manager of VHCP III Co. Dr. Bong Koh and Nimish Shah are the voting members of VHCPM II and VHCPM III. Dr. Koh, Mr. Shah, VHCPM II and VHCPM III disclaim beneficial ownership over all shares held by VHCP II, VHCP II Co, VHCP III and VHCP III Co, except to the extent of their respective indirect pecuniary interests therein.
- The Exchange Warrants are exercisable at any time, except that the Exchange Warrants will not be exercised by the Reporting Persons if, upon giving effect or immediately prior thereto, the Reporting Persons would beneficially own more than 9.99% of the total number of the Issuer's issued and outstanding common stock, which percentage may change at the holders' election to any other number less than or equal to 19.99% upon 61 days' notice to the Issuer.
- The Exchange Warrants have no expiration date.
- Consists of 264,300 shares underlying Exchange Warrants held by VHCP II, 107,100 shares underlying Exchange Warrants held by VHCP II Co, 571,500 shares underlying Exchange Warrants held by VHCP III and 57,100 shares underlying Exchange Warrants held by VHCP III Co.

Remarks:

/s/ David L. Stepp, Authorized
Signatory

03/01/2021

David L. Stepp, Authorized Signatory	03/01/2021
David L. Stepp, Authorized Signatory	03/01/2021
David L. Stepp, Authorized Signatory	03/01/2021
David L. Stepp, Authorized Signatory	03/01/2021
David L. Stepp, Authorized Signatory	03/01/2021
David L. Stepp, Attorney-in-fact	03/01/2021
David L. Stepp, Attorney-in-fact	03/01/2021
** 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.

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.