

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SCHAFFER DERACE L</u>  (Last) (First) (Middle) <u>C/O ALTIMMUNE, INC.</u> <u>19 FIRSTFIELD ROAD, SUITE 200</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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2017</u>	
	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  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, par value \$0.0001	11/22/2017		P		5,261	A	\$2.1024 <sup>(1)</sup>	245,296	D	
Common Stock, par value \$0.0001	11/24/2017		P		6,505	A	\$2.0233 <sup>(2)</sup>	251,801	D	
Common Stock, par value \$0.0001	11/27/2017		P		10,042	A	\$1.9976 <sup>(3)</sup>	261,843	D	
Common Stock, par value \$0.0001								12,393	I	IRA

**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 price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$2.07 to \$2.13 per share. The Reporting Person undertakes to provide, upon request by the Issuer, any security holder of the Issuer, or the SEC staff, full information regarding the number of shares purchased at each separate price.
- The price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$2.00 to \$2.07 per share. The Reporting Person undertakes to provide, upon request by the Issuer, any security holder of the Issuer, or the SEC staff, full information regarding the number of shares purchased at each separate price.
- The price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$1.95 to \$2.03 per share. The Reporting Person undertakes to provide, upon request by the Issuer, any security holder of the Issuer, or the SEC staff, full information regarding the number of shares purchased at each separate price.

**Remarks:**

/s/ Ori Solomon, Attorney in fact for Derace Schaffer 11/27/2017

\*\* 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.