

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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) 05/26/2020	
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	05/26/2020		P		309,453	A	\$8.79 ⁽¹⁾	2,005,817	I	By Funds ⁽²⁾⁽³⁾
Common Stock	05/26/2020		P		390,547	A	\$9.78 ⁽⁴⁾	2,396,364	I	By Funds ⁽³⁾⁽⁵⁾
Common Stock	05/27/2020		P		125,162	A	\$7.23 ⁽⁶⁾	2,521,526	I	By Funds ⁽³⁾⁽⁷⁾
Common Stock	05/27/2020		P		277,000	A	\$7.92 ⁽⁸⁾	2,798,526	I	By Funds ⁽³⁾⁽⁹⁾
Common Stock	05/28/2020		P		27,763	A	\$7.79 ⁽¹⁰⁾	2,826,289	I	By Funds ⁽³⁾⁽¹¹⁾
Common Stock	05/28/2020		P		173,711	A	\$8.87 ⁽¹²⁾	3,000,000	I	By Funds ⁽³⁾⁽¹³⁾

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					

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)
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(Street)
NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Venrock Healthcare Capital Partners II, L.P.](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*
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1. Name and Address of Reporting Person*
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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Koh Bong Y](#)

(Last) (First) (Middle)
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(Street)
NEW YORK NY 10018

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Shah Nimish P](#)

(Last) (First) (Middle)

C/O VENROCK
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(Street)
NEW YORK NY 10018

(City) (State) (Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.40 to \$9.39, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (1), (4), (6), (8), (10) and (12) to this Form 4.
2. Represents (a) 1,146,325 shares of common stock held by Venrock Healthcare Capital Partners III, L.P. ("VHCP III"), (b) 114,532 shares of common stock held by VHCP Co-Investment Holdings III, LLC ("VHCP III Co"), (c) 530,137 shares of common stock held by Venrock Healthcare Capital Partners II, L.P. ("VHCP II"), and (d) 214,823 shares of common stock held by VHCP Co-Investment Holdings II, LLC ("VHCP II Co").
3. 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.
4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.40 to \$10.00, inclusive.
5. Represents (a) 1,369,523 shares of common stock held by VHCP III, (b) 136,832 shares of common stock held by VHCP III Co, (c) 633,359 shares of common stock held by VHCP II, and (d) 256,650 shares of common stock held by VHCP II Co.
6. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.63 to \$7.62, inclusive.
7. Represents (a) 1,441,054 shares of common stock held by VHCP III, (b) 143,978 shares of common stock held by VHCP III Co, (c) 666,439 shares of common stock held by VHCP II, and (d) 270,055 shares of common stock held by VHCP II Co.
8. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.63 to \$8.05, inclusive.
9. Represents (a) 1,599,360 shares of common stock held by VHCP III, (b) 159,795 shares of common stock held by VHCP III Co, (c) 739,650 shares of common stock held by VHCP II, and (d) 299,721 shares of common stock held by VHCP II Co.
10. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.61 to \$8.60, inclusive.
11. Represents (a) 1,615,227 shares of common stock held by VHCP III, (b) 161,380 shares of common stock held by VHCP III Co, (c) 746,988 shares of common stock held by VHCP II, and (d) 302,694 shares of common stock held by VHCP II Co.
12. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.61 to \$9.00, inclusive.
13. Represents (a) 1,714,502 shares of common stock held by VHCP III, (b) 171,299 shares of common stock held by VHCP III Co, (c) 792,900 shares of common stock held by VHCP II, and (d) 321,299 shares of common stock held by VHCP II Co.

Remarks:

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

/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 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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