

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Harris Matthew Scott</u>			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 _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Medical Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2024</u>			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		
<u>C/O ALTIMMUNE, INC., 910 CLOPPER ROAD, SUITE 201S</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>GAITHERSBURG MD 20878</u>		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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	02/01/2024		M		6,166	A	\$0 <sup>(1)</sup>	49,991	D	
Common Stock, par value \$0.0001	02/01/2024		F <sup>(2)</sup>		1,801	D	\$9.88	48,190	D	
Common Stock, par value \$0.0001	02/02/2024		M		7,775	A	\$0 <sup>(1)</sup>	55,965	D	
Common Stock, par value \$0.0001	02/02/2024		F <sup>(2)</sup>		2,332	D	\$9.32	53,633	D	

**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
Restricted Stock Units	(1)	02/01/2024		M		6,166		(3)	(3)	Common Stock, par value \$0.0001	6,166	\$0.00	6,166	D	
Restricted Stock Units	(1)	02/02/2024		M		7,775		(4)	(4)	Common Stock, par value \$0.0001	7,775	\$0.00	15,550	D	

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Common Stock, par value \$0.0001, when vested.
- Vesting transaction: Shares surrendered to the Issuer solely to cover taxes associated with vesting of RSUs.
- The RSUs become vested in substantially equal annual installments over the 4 years following February 1, 2021, subject to the reporting person's continued service through the applicable vesting date, and have no expiration date.
- The RSUs become vested in substantially equal annual installments over the 4 years following February 2, 2022, subject to the reporting person's continued service through the applicable vesting date, and have no expiration date.

/s/ Richard I. Eisenstadt, as 02/05/2024  
Attorney-in-Fact

\*\* 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.