

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>Enright William</u>  (Last) (First) (Middle) <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>Altimmune, Inc. [ NASDAQ:ALT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2017</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 <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, par value \$0.0001	05/04/2017		A		17,787	A	(1)	17,787	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
Stock Options (option to buy)	\$2.59	05/04/2017		A		125,887		05/04/2017	05/31/2018	Common Stock, par value \$0.0001	125,887	(2)	125,887	D	
Stock Options (option to buy)	\$0.08	05/04/2017		A		71,644		05/04/2017	12/31/2019	Common Stock, par value \$0.0001	71,644	(2)	71,644	D	
Stock Options (option to buy)	\$0.08	05/04/2017		A		91,733		05/04/2017	12/03/2021	Common Stock, par value \$0.0001	91,733	(2)	91,733	D	
Stock Options (option to buy)	\$0.08	05/04/2017		A		183,347		05/04/2017	12/03/2021	Common Stock, par value \$0.0001	183,347	(2)	183,347	D	
Stock Options (option to buy)	\$6.5	05/04/2017		A		99,927		(3)	05/04/2027	Common Stock, par value \$0.0001	99,927	(4)	99,927	D	

**Explanation of Responses:**

- Acquired pursuant to the Agreement and Plan of Merger, dated as of January 18, 2017 (as amended on March 29, 2017, the "Merger Agreement"), pursuant to which a wholly-owned subsidiary of the Issuer merged with and into Altimmune, Inc. ("Altimmune"). Pursuant to the Merger Agreement, the then outstanding shares of Altimmune's capital stock was converted into the right to receive a number of shares of the Issuer's common stock, par value \$0.0001 on a 0.749106:1 basis upon the closing of the merger.
- Pursuant to the terms of the Merger Agreement, the Issuer assumed all outstanding options to purchase shares of Altimmune capital stock on a 0.749106:1 basis upon closing of the merger.
- On the first anniversary of the date of grant, 25% of the unvested portion of the option will become vested and exercisable, and the aggregate remaining unvested portion will vest and become exercisable in equal monthly installments over the 36-month period following such anniversary date. However, the agreement also provides that, if the compensation committee of the Issuer's board of directors, in its sole discretion, determines that the consummation of the mergers was successful, then 50% of the unvested portion of the option shall become immediately vested and exercisable.
- Granted under the terms of the Altimmune 2017 Omnibus Incentive Plan.

**Remarks:**

President and Chief Executive Officer

/s/ Ori Solomon, Attorney in fact for William Enright

05/08/2017

\*\* 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.