

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>PERCEPTIVE ADVISORS LLC</u> (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u> (Street) <u>NEW YORK NY 10003</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Astria Therapeutics, Inc. [ATXS]</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>10/16/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
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.		

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	10/16/2023		P		614,062	A	\$6.514 ⁽¹⁾	1,652,371	I	See footnote ⁽³⁾
Common Stock	10/16/2023		P		460,546	A	\$6.514 ⁽¹⁾	1,611,699	I	See footnote ⁽⁴⁾

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	Amount or Number of Shares				
Common Warrants (right to buy)	\$8.025	10/16/2023		P		614,062		(5)	(5)	Common Stock	460,546	\$6.514 ⁽¹⁾	460,546	I	See footnote ⁽³⁾
Common Warrants (right to buy)	\$8.025	10/16/2023		P		921,093		(5)	(5)	Common Stock	690,819	\$6.513 ⁽²⁾	1,151,366.25	I	See footnote ⁽³⁾
Pre-funded Warrants (right to buy)	\$0.001	10/16/2023		P		921,093		(6)	(6)	Common Stock	921,093	\$6.513 ⁽²⁾	921,093	I	See footnote ⁽³⁾
Common Warrants (right to buy)	\$8.025	10/16/2023		P		460,546		(5)	(5)	Common Stock	345,409	\$6.514 ⁽¹⁾	345,409	I	See footnote ⁽⁴⁾

1. Name and Address of Reporting Person*
PERCEPTIVE ADVISORS LLC
 (Last) (First) (Middle)
51 ASTOR PLACE, 10TH FLOOR
 (Street)
NEW YORK NY 10003
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
PERCEPTIVE LIFE SCIENCES MASTER FUND LTD
 (Last) (First) (Middle)
51 ASTOR PLACE, 10TH FLOOR

(Street)	NEW YORK	NY	10003
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Perceptive Xontogeny Venture Fund, LP			
(Last)	(First)	(Middle)	
51 ASTOR PLACE, 10TH FLOOR			
(Street)	NEW YORK	NY	10003
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
EDELMAN JOSEPH			
(Last)	(First)	(Middle)	
51 ASTOR PLACE, 10TH FLOOR			
(Street)	NEW YORK	NY	10003
(City)	(State)	(Zip)	

Explanation of Responses:

1. Represents the combined purchase price for each share of Common Stock and accompanying common warrant purchased by the Reporting Person in the Issuer's registered public offering that closed on October 16, 2023.
2. Represents the combined purchase price for each pre-funded warrant and accompanying common warrant purchased by the Reporting Person in the Issuer's registered public offering that closed on October 16, 2023.
3. The securities are directly held by Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"). Perceptive Advisors LLC (the "Advisor") serves as the investment manager of Master Fund. Joseph Edelman is the managing member of the Advisor. Each of Mr. Edelman and the Advisor disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either Mr. Edelman or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
4. The securities are directly held by Perceptive Xontogeny Ventures, L.P. ("PXV"). The Advisor serves as the investment manager of PXV, and Perceptive Xontogeny Ventures GP, LLC ("PXV GP") is the general partner of PXV. Mr. Edelman is the managing member of PXV GP and the Advisor. The Advisor, PXV GP and Mr. Edelman disclaim, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his or its indirect pecuniary interest therein, and this report shall not be deemed an admission that they are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
5. The common warrants are immediately exercisable and will expire on the fifth anniversary of their issuance, subject to the Beneficial Ownership Limitation (as defined below). Pursuant to the terms of the common warrants, the common warrant cannot be exercised to the extent that, upon giving effect to or immediately prior to such exercise, would cause either (i) the aggregate number of shares of Common Stock beneficially owned by such holder (together with its affiliates) would exceed 9.99% of the number of shares of Common Stock outstanding immediately after giving effect to such exercise or (ii) the combined voting power of the Issuer's securities beneficially owned by such holder (together with its affiliates) would exceed 9.99% of the combined voting power of all of the Issuer's securities outstanding immediately after giving effect to the exercise.
6. The pre-funded warrants are immediately exercisable and will expire on the date they are exercised in full, subject to the Beneficial Ownership Limitation.

[/s/ Joseph Edelman - for Perceptive Advisors LLC, By: Joseph Edelman, its managing member](#) [10/18/2023](#)

[/s/ Joseph Edelman - for Perceptive Life Sciences Master Fund Ltd, By: Perceptive Advisors LLC, its investment manager, By: Joseph Edelman, its managing member](#) [10/18/2023](#)

[/s/ Joseph Edelman - for Perceptive Xontogeny Venture Fund L.P., By: Perceptive Xontogeny Ventures GP, LLC, its general partner, By: Joseph Edelman, its managing member](#) [10/18/2023](#)

[/s/ Joseph Edelman](#) [10/18/2023](#)

** 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.