

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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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>Matthews Andrea</u>  (Last) (First) (Middle) <u>C/O ASTRIA THERAPEUTICS, INC.</u> <u>75 STATE STREET, SUITE 1400</u>  (Street) <u>BOSTON MA 02109</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/17/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Astria Therapeutics, Inc. [ ATXS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ <u>Chief Business Officer</u>	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	08/26/2024	Common Stock	389	432	D	
Stock Option (Right to Buy)	(1)	03/25/2025	Common Stock	51	663	D	
Stock Option (Right to Buy)	(1)	02/10/2026	Common Stock	166	274.2	D	
Stock Option (Right to Buy)	(1)	09/07/2026	Common Stock	250	258.6	D	
Stock Option (Right to Buy)	(1)	02/08/2027	Common Stock	183	74.4	D	
Stock Option (Right to Buy)	(1)	07/26/2027	Common Stock	83	76.2	D	
Stock Option (Right to Buy)	(1)	02/07/2028	Common Stock	416	76.8	D	
Stock Option (Right to Buy)	(1)	09/06/2028	Common Stock	833	42.6	D	
Stock Option (Right to Buy)	(1)	02/12/2029	Common Stock	2,083	26.34	D	
Stock Option (Right to Buy)	(2)	02/11/2030	Common Stock	3,333	31.92	D	
Stock Option (Right to Buy)	(3)	10/06/2030	Common Stock	4,166	39.78	D	
Stock Option (Right to Buy)	(4)	03/31/2031	Common Stock	66,666	17.22	D	
Stock Option (Right to Buy)	(5)	02/28/2032	Common Stock	32,812	6.51	D	
Stock Option (Right to Buy)	(6)	01/31/2033	Common Stock	60,000	13.36	D	

**Explanation of Responses:**

1. Fully vested.

2. This option was granted February 12, 2020 and is subject to vesting over a four-year period, with 25% of the 3,033 shares underlying the option upon grant vesting on the first anniversary of February 12, 2020 and the remainder vesting over the ensuing three years in equal monthly installments.

3. This option was granted October 7, 2020 and is subject to vesting over a four-year period, with 25% of the 4,166 shares underlying the option upon grant vesting on the first anniversary of October 7, 2020 and the remainder vesting over the ensuing three years in equal monthly installments.

4. This option was granted April 1, 2021 and is subject to vesting over a four-year period, with 25% of the 66,666 shares underlying the option upon grant vesting on the first

anniversary of April 1, 2021 and the remainder vesting over the ensuing three years in equal monthly installments.

5. This option was granted March 1, 2022 and is subject to vesting over a four-year period, with 25% of the 45,000 shares underlying the option upon grant vesting on the first anniversary of February 17, 2022 and the remainder vesting over the ensuing three years in equal monthly installments.

6. This option was granted February 1, 2023 and is subject to vesting over a four-year period, with 25% of the 60,000 shares underlying the option upon grant vesting on the first anniversary of February 1, 2023 and the remainder vesting over the ensuing three years in equal monthly installments.

**Remarks:**

Exhibit Index: 24 - Power of Attorney; No securities are beneficially owned.

/s/ Ben Harshbarger, as  
attorney-in-fact for Andrea  
Matthews

\*\* 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 5 (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.**

**LIMITED POWER OF ATTORNEY  
FOR SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Jill C. Milne, Ben Harshbarger and Noah Clauser signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Astria Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID, Update Passphrase, or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering, Analysis and Retrieval system of the SEC;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of April 12, 2023.

/s/ Andrea Matthews

Name: Andrea Matthews

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