

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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).

**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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>AST SpaceMobile, Inc. [ ASTS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Gupta Shanti B.</u>						<input checked="" type="checkbox"/> Director      10% Owner <input type="checkbox"/> Officer (give title below)      Other (specify below) <u>Chief Operating Officer</u>		
(Last) (First) (Middle)  C/O AST SPACEMOBILE, INC., MIDLAND AIR & SPACE PORT, 2901 ENTERPRISE LANE			3. Date of Earliest Transaction (Month/Day/Year)  <u>09/15/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)  <u>MIDLAND TX 79706</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)  <u>09/17/2024</u>			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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)	3A. 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			
Class A Common Stock	09/15/2024			F		25,575 <sup>(1)</sup>	D	\$29.83	348,232 <sup>(2)</sup>

**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					

**Explanation of Responses:**

1. Represents a payment of tax liability by withholding securities incident to the vesting of Restricted Stock Units representing 50,000 shares of Class A Common Stock issued in accordance with Rule 16b-3, resulting in a net vested number of shares of 24,425 shares.

2. Reporting person's direct holdings in the Form 4 filed on September 17, 2024 inadvertently overstated his direct holdings of Class A Common Stock by 50,000 shares due to an administrative error. This 50,000-share overstatement with respect to Class A Common Stock was also reflected in reporting person's subsequent Forms 4.

/s/ Shanti Gupta01/26/2026

\*\* 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.**