

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>Dake Benjamin T</u>			2. Issuer Name and Ticker or Trading Symbol <u>Aerovate Therapeutics, Inc. [ AVTE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>SEE REMARKS</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2023</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		
C/O AEROVATE THERAPEUTICS, INC. 930 WINTER STREET, SUITE M-500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	WALTHAM MA 02451		Rule 10b5-1(c) Transaction Indication <input checked="" 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	05/08/2023		M <sup>(1)</sup>		2,413	A	\$1.74	3,704 <sup>(2)</sup>	D	
Common Stock	05/08/2023		M <sup>(1)</sup>		7,871	A	\$2.14	11,575	D	
Common Stock	05/08/2023		S <sup>(1)</sup>		8,685	D	\$21.6241 <sup>(3)</sup>	2,890	D	
Common Stock	05/08/2023		S <sup>(1)</sup>		1,599	D	\$22.7358 <sup>(4)</sup>	1,291	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 Option (Right to Buy)	\$1.74	05/08/2023		M <sup>(1)</sup>			906	(5)	09/03/2030	Common Stock	906	\$0	7,244	D	
Stock Option (Right to Buy)	\$1.74	05/08/2023		M <sup>(1)</sup>			1,507	(6)	09/03/2030	Common Stock	1,507	\$0	22,602	D	
Stock Option (Right to Buy)	\$2.14	05/08/2023		M <sup>(1)</sup>			1,018	(7)	04/01/2031	Common Stock	1,018	\$0	23,423	D	
Stock Option (Right to Buy)	\$2.14	05/08/2023		M <sup>(1)</sup>			6,853	(8)	04/01/2031	Common Stock	6,853	\$0	171,314	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 14, 2022.
- Includes 1,291 shares purchased under the Issuer's 2021 Employee Stock Purchase Plan on April 30, 2023 in a transaction that is exempt under Rule 16b-3(c) and 16b-3(d).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$21.12 to \$22.10, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$22.15 to \$23.12, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- A total of 48,293 shares subject to an employee stock option were granted on September 4, 2020, with 10% of the shares vested on January 1, 2020, an additional 22.5% of the shares vested on January 1, 2021, and the remainder vesting in 36 substantially equal monthly installments thereafter.
- A total of 72,325 shares subject to an employee stock option were granted on September 4, 2020, with 25% of the shares vested on August 1, 2021, and the remainder vesting in 36 substantially equal monthly installments thereafter.
- A total of 48,882 shares subject to an employee stock option were granted on April 2, 2021, with the first installment vested on May 2, 2021, with shares vesting in 48 substantially equal monthly installments.
- A total of 328,921 shares subject to an employee stock option were granted on April 2, 2021, with the first installment vested on July 4, 2021, and with shares vesting in 48 substantially equal monthly installments.

**Remarks:**

Officer Title: President, Chief Operating Officer and Secretary

/s/ George A. Eldridge,  
Attorney-in-Fact

05/09/2023

\*\* 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.**