

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>Katabi Maha</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2021</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. 200 BERKELEY STREET, FLOOR 18			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) BOSTON MA 02116								
(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			

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				
Series A Preferred Stock	(1)	02/01/2021		A ⁽²⁾		1,164,213		(1)	(1)	Common Stock	374,825	\$1.893	2,483,048	I	By Sofinnova Venture Partners X, L.P. ⁽³⁾
Series A Preferred Stock	(1)	06/04/2021		A ⁽²⁾		8,082,190		(1)	(1)	Common Stock	2,602,112	\$1.893	10,565,238	I	By Sofinnova Venture Partners X, L.P. ⁽³⁾
Stock Option (Right to Buy)	\$14	06/29/2021		A		25,000		(4)	06/28/2031	Common Stock	25,000	\$0	25,000	D	

Explanation of Responses:

- Each share of Series A Preferred Stock is convertible into shares of the Issuer's Common Stock on a one-for-3.1060103 basis. Upon the closing of the Issuer's initial public offering, all shares of Preferred Stock will automatically convert into the number of shares of Common Stock of the Issuer shown in column 7. The Preferred Stock has no expiration date.
- This transaction occurred prior to the Issuer's initial public offering, and is being reported on Form 4 solely for purposes of compliance with Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended. The securities covered by such transaction were previously included on the Reporting Person's Form 3.
- The shares are held directly by Sofinnova Venture Partners X, L.P. ("SVP X"). Sofinnova Management X, L.L.C. ("SM X") is the general partner of SVP X and may be deemed to have sole voting, investment and dispositive power with respect to the shares held by SVP X. James I. Healy and Maha Katabi are the managing members of SM X and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by SVP X. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his or her proportionate pecuniary interest therein.
- This option shall vest and become exercisable in 36 substantially equal monthly installments, with the first installment vesting on July 29, 2021.

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

07/01/2021

** 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.