
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
Amendment No. 1***

AST SpaceMobile, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

00217D100

(CUSIP Number)

Abel Avellan
c/o AST SpaceMobile, Inc.
Midland Intl. Air & Space Port
2901 Enterprise Lane
Midland, Texas 79706
(432) 276-3966

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 2, 2022

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Abel Avellan	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
	(a) <input type="checkbox"/>	
	(b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions)	
	PF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER
		78,163,078 (1)
	8.	SHARED VOTING POWER
		0
	9.	SOLE DISPOSITIVE POWER
		78,163,078
	10.	SHARED DISPOSITIVE POWER
		0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	78,163,078 (1) (See Item 5)	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	52.3% (2)	
14.	TYPE OF REPORTING PERSON (see instructions)	
	IN	

- (1) Comprised of (i) 78,163,078 shares of Class A Common Stock of AST SpaceMobile, Inc. (the “Issuer”) that may be issued upon redemption by the Reporting Person of 78,163,078 common units (the “AST Common Units”) of AST & Science LLC (“AST”). In addition, the Reporting Person beneficially owns 78,163,078 shares of Class C Common Stock of the Issuer (the “Class C Common Stock”). Each share of Class C Common Stock carries one vote per share and each share of Class C Common Stock carries ten votes per share and no economic rights. From and after April 6, 2022, the Reporting Person may redeem or exchange one AST Common Unit for one share of Class A Common Stock or, under certain circumstances, a cash payment based on the value of Class A Common Stock. At the time of any redemption or exchange, the Reporting Person would forfeit an equivalent number of shares of Class C Common Stock to the Issuer.

As discussed in Item 2 of this Schedule 13D, the other Stockholder Parties (as defined herein) are not included as reporting persons in this Schedule 13D, and the Reporting Persons expressly disclaim beneficial ownership of the shares of Class A Common Stock beneficially held by the other Stockholders Parties.

- (2) The percentage reported in this Schedule 13D are based upon approximately 149,373,568 shares of Class A Common Stock outstanding comprised of (i) 71,210,490 shares of Class A Common Stock outstanding as of December 2, 2022, and (ii) approximately 78,163,078 shares of Class A Common Stock issuable upon the redemption of the AST Common Units owned by the Reporting Person. This percentage does not represent the Reporting Person’s current voting interest in the Issuer, as the Reporting Person has a 86.51% voting interest in the Issuer by virtue of his ownership of all of the shares of Class C Common Stock of the Issuer.

AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1 to Schedule 13D amends and supplements the Schedule 13D filed by Mr. Abel Avellan with the Securities and Exchange Commission (the “SEC”) on February 5, 2022 (the “Schedule 13D”).

This Amendment No. 1 amends and supplements the Schedule 13D as specifically set forth herein.

All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed as such terms in Schedule 13D. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated to read as follows:

On December 2, 2022, the Issuer closed its offering of 13,636,364 shares of its Class A Common Stock, which increased its total number of outstanding shares of Class A Common Stock to 71,210,490. This offering followed the issuance and sale of 4,454,084 shares of Class A Common Stock under the Common Stock Purchase Agreement and Equity Distribution Agreement, as described in the Issuer’s prospectus supplement dated November 29, 2022 (such issuance and sale of shares, together with the most recent offering, the “Outstanding Class A Share Increase”). As a result of the Outstanding Class A Shares Increase, the percentage of outstanding shares of Common Stock that the Reporting Person may be deemed to beneficially own was reduced by more than one percent (1%) of the Issuer’s shares of Class A Common Stock outstanding since the filing of the Schedule 13D.

As of the date hereof, the aggregate number and percentage of shares of Class A Common Stock beneficially owned by Mr. Avellan are as follows:

(a) – (b)

- Amount beneficially owned: 78,163,078
- Percent of class: 52.3%
- Number of shares the Reporting Person has:
 - i. Sole power to vote or direct the vote: 78,163,078
 - ii. Shared power to vote: 0
 - iii. Sole power to dispose or direct the disposition of: 78,163,078
 - iv. Shared power to dispose or direct the disposition of: 0

The reporting Person may be deemed to beneficially own 78,163,078 shares of Class A Common Stock issuable upon conversion of 78,163,078 common units of AST held of record by the Reporting Person.

As discussed in Item 2 of Schedule 13D, the other Stockholder Parties are not included as reporting persons in the Schedule 13D and this Amendment No. 1 to Schedule 13D, and the Reporting Persons expressly disclaims beneficial ownership of the shares of Class A Common Stock held by the other Stockholder Parties.

(c) During the past 60 days, the Reporting Person has not effected any transactions with respect to the Class A Common Stock.

(d) None.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 13, 2022

By: /s/ Abel Avellan

Name: Abel Avellan

Title: AST SpaceMobile, Inc.

Chairman and Chief Executive Officer
