

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Cisneros Adriana</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2022</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		
<u>700 NW 1ST AVENUE, SUITE 1700</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>MIAMI</u>	<u>FL</u>	<u>33136</u>						
(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			
Class A Common Stock	12/02/2022		P		36,364 <sup>(1)</sup>	A	\$5.5	39,764	D	
Class A Common Stock								200,000 <sup>(2)(3)</sup>	I	By Company
Class B Common Stock								9,932,541 <sup>(3)(4)</sup>	I	By Company
Class A Common Stock								5,600 <sup>(3)</sup>	I	By Spouse

**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					
AST Common Units	(5)							(5)	(5)	Class A Common Stock	9,932,541 <sup>(3)</sup>	9,932,541	I	By Company

**Explanation of Responses:**

- On December 2, 2022, the Issuer closed its previously announced offering of 13,636,364 shares of Class A Common Stock sold pursuant to an underwriting agreement, dated November 29, 2022, with B. Riley Securities, Inc. The amount herein represents a purchase by the reporting person in such public offering.
- Pursuant to that certain Subscription Agreement, dated as of December 15, 2020, between the Issuer and Invesat LLC, Invesat LLC acquired 200,000 shares of Class A common stock of the Issuer for an aggregate purchase price of \$2,000,000, as an investor in the private investment in public equity investment (a "PIPE Investment") in the Issuer occurring substantially concurrently with the closing of the business combination between New Providence Acquisition Corp. and AST & Science, LLC ("AST") on April 6, 2021. The Reporting Person may be deemed to beneficially own such securities in her capacity as President of Invesat LLC.
- The Reporting Person disclaims beneficial ownership of these shares, except to the extent of her pecuniary interest therein.
- In connection with the closing of the business combination between New Providence Acquisition Corp. and AST on April 6, 2021, pursuant to the Fifth Amended & Restated Limited Liability Company Operating Agreement of AST & Science, LLC, dated as of April 6, 2021, by and among AST, the Issuer, as the managing member of AST and the other members of AST (the "A&R Operating Agreement"), each existing limited liability company common unit previously issued by AST was reclassified and reissued by AST into new "Common Units" (the "AST Common Units") on a 1-to-14.50149869 basis. In addition, each equityholder of AST Common Units received an equivalent number of shares of non-economic Class B common stock of the Issuer or Class C common stock of the Issuer, as applicable.
- The securities reported in this line item represent AST Common Units. At any time on or after April 6, 2022, these AST Common Units may be redeemed by the Reporting Person in exchange for shares of Class A common stock of the Issuer on a one-to-one basis. When a holder of Class B common stock of the Issuer exchanges AST Common Units for shares of Class A common stock of the Issuer, a number of shares of Class B common stock of the Issuer equal to the number of such AST Common Units will be immediately retired by the Issuer and will no longer be outstanding. The AST Common Units do not expire.

/s/ Adriana Cisneros 12/05/2022

\*\* 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.