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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

AST SPACEMOBILE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



P.O. BOX 8016, CARY, NC 27512-9903

**AST SpaceMobile, Inc.
Important Notice Regarding the Availability of
Proxy Materials for the Stockholders Meeting To
Be Held On August 17, 2023
For Stockholders of record as of June 20, 2023**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend the meeting, go to: www.proxydocs.com/ASTS

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



**For a convenient way to view proxy materials and VOTE go to
www.proxydocs.com/ASTS**



Have the 12 digit control number located in the shaded box above available when you access the website and follow the instructions.

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before August 7, 2023.

To order paper materials, use one of the following methods.


INTERNET
www.investorelections.com/ASTS


TELEPHONE
(866) 648-8133


*** E-MAIL**
paper@investorelections.com

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

AST SpaceMobile, Inc.

Meeting Materials: Notice of Meeting and Proxy Statement & Annual Report or Form 10-K
Meeting Type: Annual Meeting of Stockholders
Date: Thursday, August 17, 2023
Time: 10:00 AM, Eastern Time
Place: Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/ASTS for more details

You must register to attend the meeting online and/or participate at www.proxydocs.com/ASTS

SEE REVERSE FOR FULL AGENDA

AST SpaceMobile, Inc.

Annual Meeting of Stockholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR ON PROPOSALS 1 AND 2

PROPOSAL

1. To elect ten directors to the Company's Board of Directors for a term expiring at the Company's 2024 Annual Meeting of Stockholders.
 - 1.01 Abel Avellan
 - 1.02 Tareq Amin
 - 1.03 Adriana Cisneros
 - 1.04 Alexander Coleman
 - 1.05 Luke Ibbetson
 - 1.06 Edward Knapp
 - 1.07 Hiroshi Mikitani
 - 1.08 Ronald Rubin
 - 1.09 Richard Sarnoff
 - 1.10 Julio A. Torres

 2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2023.
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