Class A Common Stock

Z. Conversion

or Exercise Price of Derivative

Security

3. Transaction Date

(Month/Day/Year)

1. Title of Derivative

Security (Instr. 3)

 \Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OM	B APPRC	VAL
OMB Num	ber:	3235-0287
Estimated	average burde	en
hours per r	esponse:	0.5

By JRS

LLC⁽⁵⁾ By JRS

Investments

Investments LLC⁽⁵⁾ By JRS

Investments

LLC⁽⁵⁾

By wife

11. Nature of Indirect Beneficial Ownership (Instr. 4)

I

Ι

Ι

D

Ι

10. Ownership

Form: Direct (D) or Indirect

(I) (Instr. 4)

5,000

4,500

0

139,605(6)

1,202(7)

9. Number of derivative

Securities Beneficially Owned

Following Reported Transaction(s) (Instr. 4)

8. Price of Derivative

Security (Instr. 5)

\$<mark>0</mark>

\$79.8677⁽³⁾

\$80.8396(4)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Instruction	1(b).		Filed	pursuant to Section										
				or Section 30(h) of				Act of 19	40					
1. Name and Address of Reporting Person*				2. Issuer Name and					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Scapa Jan	<u>nes Ralph</u>	Altair Engine	ering	<u>Inc</u> .			X Director X 10% Owner							
,	(First)	3. Date of Earliest 7	ransac	tion (N	lonth/Dav/Yea		X Officer (give t		her (specify					
(Last)	03/18/2024					below) below) Chief Executive Officer								
	R ENGINEERING I						1							
1820 E. BIC	G BEAVER RD.	4. If Amendment, D	ate of C	rigina	I Filed (Month		6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)								X Form filed by One Reporting Person						
TROY	MI	4808	33						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)		Rule 10b5-1(c) Transaction Indication										
				X 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.										
	•	Table I	- Non-Deriva	tive Securities	Acqu	ired,	Disposed	l of, o	r Benefici	ally Owned	2			
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. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Class A Con	nmon Stock		03/18/2024		с		5,000	A	\$0	5,000	I	By James R. Scapa Declaration of Trust dated March 5, 1987 ⁽¹⁾		
Class A Common Stock		03/18/2024		S ⁽²⁾		500 ⁽²⁾	D	\$79.8677	(3) 4,500	I	By James R. Scapa Declaration of Trust dated March 5, 1987 ⁽¹⁾			
Class A Con	nmon Stock		03/18/2024		S ⁽²⁾		4,500 ⁽²⁾	D	\$80.8396	⁽⁴⁾ 0	I	By James R. Scapa Declaration of Trust dated March 5, 1987 ⁽¹⁾		

5,000

500(2)

4,500(2)

A

D

D

7. Title and Amount of

Securities Underlying Derivative Security (Instr. 3 and 4)

С

S⁽²⁾

S⁽²⁾

5. Number

of

of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4

and 5)

4. Transaction Code (Instr. 8)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date

(Month/Day/Year)

03/18/2024

03/18/2024

03/18/2024

3A. Deemed Execution Date,

if any (Month/Day/Year)

1. Title of Derivative Security (Instr. 3) Class B Common	2. Conversion or Exercise Price of Derivative Secuçjy	3. Transaction Date (Month/Day/Year) 03/18/2024	able II - Deriv (e.g., 3A. Deemed Execution Date, if any (Month/Day/Year)	C ode Transa Code	Calls V ction Instr.	, Wa 6A.Nu of Deriv Secu Acqu	vative urities urities urities	uired, Dis s, options Date Experts Elatero (Month/Day/M	CONVERTI Expiration isDatable and te ear)	r I	or Initions) of Shares Security	8. Price of Berivative Security (Instr. 5) \$0	9. Number of derivative Securities Beneficially Owned Fc10,286,610 Reported	10. Ownership Form: Direct (D) or Indirect (I) (In _j itr. 4)	11. Nature of Indirect By James I R. Scapa ^{lip} Declaration of Trust
Stock						of (D) r. 3, 4			Stock			Transaction(s) (Instr. 4)		dated March 5, 1987 ⁽¹⁾
Class B Common Stock	\$ <u>0</u>	03/18/2024		С			5,000	(8)	(8)	Class A Common Stock	5,000	\$0	6,672,182	Ι	By JRS Investments LLC ⁽⁵⁾
Explanatio	n of Bosnond	oc:									Amount				

Explanation of Responses:

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.295 to \$80.21 per share, inclusive. The reporting person undertakes to provide to Altair Engineering Inc., any security holder of Altair Engineering Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.33 to \$81.23 per share, inclusive. The reporting person undertakes to provide to Altair Engineering Inc., any security holder of Altair Engineering Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

5. Reporting person serves as Manager. Reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

6. Includes 95,042 Class A Common Stock restricted stock units that are unvested.

7. Includes 20 Class A Common Stock restricted stock units that are unvested.

8. Each share of Class B common stock is immediately convertible, at the option of the shareholder, into one share of Class A common stock and shall automatically convert into Class A common stock upon the occurrence of certain events. Please see Altair Engineering Inc. Registration Statement filed with the Securities and Exchange Commission on Form S-1 (File No. 333-220710) for a description of the conversion rights.

> /s/ Raoul Maitra, attorney-infact for James R. Scapa

03/19/2024

** 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.