FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| ashington, | D.C. | 20549 | |
|------------|------|-------|--|
| asimigton, | D.O. | 20070 | |

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

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| ı | nd Address of Teresa A | Reporting Person* | | | | | | | ing Inc. | | | | | Relationshi heck all app X Direct | , | ng Pers | son(s) to Iss 10% Ow | |
|---|---------------------------|--------------------------|--------------|---|---|---|--|--|--|-------|---|---|--|--|---|---------|-------------------------|-----------|
| (Last) | (Fi | rst) | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/06/2023 | | | | | | | | | Officer (give title below) | | Other (s below) | pecify |
| C/O ALTAIR ENGINEERING INC. 1820 E. BIG BEAVER ROAD | | | 4. 11 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | | |
| (Street) TROY | M | I . | 48083 | | | | | | | | | | | Form Pers | n filed by Mor on | re than | One Repor | rting |
| (City) | (Si | tate) | (Zip) | | Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Ins | | | | | | ant to a co | a contract, instruction or written plan that is intended to istruction 10. | | | | | | |
| | | Tab | le I - Noi | n-Deriv | vative | Sec | curitie | es Ac | quired, | Dis | posed (| of, or Be | eneficia | lly Own | ed | | | |
| | | Date (Month/Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. r) 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | d Secur Benef Owne | icially d Following | Form (D) or | : Direct r Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | | Code | v | Amount | (A) o (D) | r Price | | ted action(s) 3 and 4) | | | Instr. 4) |
| Class A Common Stock 12/06 | | | 5/2023 | 2023 | | М | | 600 | 600 A | | 19 | 19,495(1) | | D | | | | |
| Class A Common Stock 12/06 | | 5/2023 | 2023 | | S | | 600 D \$ | | \$71. | 65 18 | 5 18,895(1) | | D | | | | | |
| | | Т | | | | | | | uired, D s, optior | | | , | | y Owned | i | | | |
| 1. Title of Derivative Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion Date (Month/Day/Year) Or Exercise Price of Derivative Security 3. Transaction Date Execution if any (Month/D | | Date, | Code (Instr. | | n of E | | 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) | | e s lly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exercisab | | expiration Date | Title | Amount or Number of Shares | 1 | | | | |
| Stock Option (Right to Buy) | \$4.52 | 12/06/2023 | | | M | | | 600 | (2) | 1 | 1/23/2026 | Class A Common Stock | 600 | \$0 | 17,600 | 0 | D | |

Explanation of Responses:

- 1. Includes 2,974 Class A Common Stock restricted stock units that are unvested.
- 2. The options vested in 2 equal annual installments commencing November 23, 2017. This option is currently fully vested.

/s/ Raoul Maitra, attorney-infact for Teresa Anita Harris

12/08/2023

** 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.