

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Nichols Martin E</u> (Last) (First) (Middle) <u>C/O ALTAIR ENGINEERING INC.</u> <u>1820 E. BIG BEAVER ROAD</u> (Street) <u>TROY MI 48083</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Altair Engineering Inc. [ALTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Information Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Chief Information Officer	06/11/2019		M		1,044	A	\$3.79	77,959 ⁽¹⁾	D	
Chief Information Officer	06/11/2019		M		9,584	A	\$5.18	87,543 ⁽¹⁾	D	
Chief Information Officer	06/11/2019		M		5,397	A	\$3.84	92,940 ⁽¹⁾	D	
Class A Common Stock	06/11/2019		M		2,853	A	\$3.64	95,793 ⁽¹⁾	D	

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						Amount or Number of Shares
Stock Option (right to buy)	\$3.79	06/11/2019		M		1,044		(2)	12/15/2024	Class A Common Stock	1,044	\$0.00	0	D	
Stock Option (right to buy)	\$5.18	06/11/2019		M		9,584		(3)	06/09/2027	Class A Common Stock	9,584	\$0.00	9,584	D	
Stock Option (right to buy)	\$3.84	06/11/2019		M		5,397		(4)	12/17/2025	Class A Common Stock	5,397	\$0.00	1,799	D	
Stock Option (right to buy)	\$3.64	06/11/2019		M		2,853		(5)	05/17/2026	Class A Common Stock	2,853	\$0.00	951	D	

Explanation of Responses:

- Includes 4,098 Class A Common Stock restricted stock units that are unvested.
- The options are fully vested as of December 15, 2018.
- The options vest in 4 equal annual installments commencing June 9, 2018.
- The options vest in 4 equal annual installments commencing December 17, 2016.
- The options vest in 4 equal annual installments commencing May 17, 2017.

Remarks:

/s/ Raoul Maitra, attorney-in-fact for Martin E. Nichols

06/13/2019

** 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.

