

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>Nichols Martin E</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/31/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>Altair Engineering Inc. [ALTR]</u>	
		4. 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>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>C/O ALTAIR ENGINEERING INC.</u> <u>1820 E. BIG BEAVER ROAD</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
(Street) <u>TROY MI 48083</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>90,000</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (right to buy)</u>	<u>(1)</u>	<u>12/15/2024</u>	<u>Class A Common Stock</u>	<u>3,344</u>	<u>3.79</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>12/17/2025</u>	<u>Class A Common Stock</u>	<u>7,196</u>	<u>3.84</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(3)</u>	<u>05/17/2026</u>	<u>Class A Common Stock</u>	<u>3,804</u>	<u>3.64</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(4)</u>	<u>06/09/2027</u>	<u>Class A Common Stock</u>	<u>19,168</u>	<u>5.18</u>	<u>D</u>	

Explanation of Responses:

- The options vest in 4 equal annual installments commencing December 15, 2015.
- The options vest in 4 equal annual installments commencing December 17, 2016.
- The options vest in 4 equal annual installments commencing May 17, 2017.
- The options vest in 4 equal annual installments commencing June 9, 2018.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Martin E. Nichols

10/31/2017

** 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 5 (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.

POWER OF ATTORNEY

Known by all those present, that Martin E. Nichols hereby constitutes and appoints each of Raoul K. Maitra, Steven M. Rivkin, and Brian Gayle as his true and lawful attorneys-in-fact with respect to Altair Engineering Inc. to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13 and 16(a) of the Securities Exchange Act of 1934, or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned Schedules 13D and 13G, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G, and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including without limitation the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's designated substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the each foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of October, 2017.

/s/ Martin E. Nichols

Name: Martin E. Nichols

Sworn and subscribed before me on October 23, 2017 by Martin E. Nichols.

/s/ Stephanie M. Roehrig

Stephanie M. Roehrig, Notary Public
Oakland County, Michigan
My Commission Expires: October 4, 2021
Acting in Oakland County