

## FORM 3

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

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>AMERICAN TOWER CORP</u> <u>MA/</u>  (Last) (First) (Middle) <u>116 HUNTINGTON AVENUE</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/16/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>AST SpaceMobile, Inc. [ ASTS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of 10% owner group</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

## 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)
Class A Common Stock	2,500,000	I	See Explanation of Responses <sup>(1)</sup>
Class B Common Stock	2,170,657	I	See Explanation of Responses <sup>(1)</sup>

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			
Common Units	(2)	(2)	Class A Common Stock	2,170,657	(2)	I	See Explanation of Responses <sup>(1)</sup>

1. Name and Address of Reporting Person* <u>AMERICAN TOWER CORP /MA/</u>  (Last) (First) (Middle) <u>116 HUNTINGTON AVENUE</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>ATC TRS II LLC</u>  (Last) (First) (Middle) <u>116 HUNTINGTON AVENUE</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)

Explanation of Responses:

1. ATC TRS II LLC ("TRS II"), a wholly-owned subsidiary of American Tower Corporation (together with TRS II, the "Reporting Persons"), directly holds (i) 2,500,000 shares of Class A Common Stock ("Class A Shares") of AST SpaceMobile, Inc. (the "Issuer") and (ii) 2,170,657 common units (the "Common Units") of AST & Science LLC ("AST LLC") and an equal number of Class B Common Stock ("Class B Shares") of the Issuer.
2. The Common Units, together with an equal number of Class B Shares, may be redeemed by the Reporting Person at any time on or after April 6, 2022 for Class A Shares on a one-to-one basis. The Common Units do not expire.

Remarks:

The Reporting Persons may be deemed to be members of a group (for purposes of Rule 13d-3 under the Exchange Act) with the other stockholders of the Issuer party to the Stockholders' Agreement, dated April 6, 2021, filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 12, 2021. The Reporting Persons disclaim beneficial ownership of any securities reported by any person except to the extent of their pecuniary interest therein. The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

<u>/s/ Michael McCormack,</u> <u>By: Michael McCormack,</u> <u>Authorized Person,</u> <u>American Tower</u> <u>Corporation</u>	<u>04/26/2021</u>
<u>/s/ Michael McCormack,</u> <u>By: Michael McCormack,</u> <u>Authorized Person, ATC</u> <u>TRS II LLC</u>	<u>04/26/2021</u>
** 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.**