

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person [†] <u>AMERICAN TOWER CORP /MA/</u>			2. Issuer Name and Ticker or Trading Symbol <u>AST SpaceMobile, Inc. [ASTS]</u>			5. 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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2025</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		
<u>222 BERKELEY ST.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BOSTON MA 02116</u>								
(City) (State) (Zip)								

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			
Class A Common Stock	12/09/2025		S		2,288,621 ⁽¹⁾	D	\$69.75	211,379	I	See Explanation of Responses
Class B Common Stock								2,170,657 ⁽²⁾	I	See Explanation of Responses

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				
Common Units	(3)						(3)	(3)	Class A Common Stock	2,170,657		2,170,657	I	See Explanation of Responses

Explanation of Responses:

- Represents shares of Class A Common Stock ("Class A Shares") of AST SpaceMobile, Inc. (the "Issuer") held by ATC TRS II LLC ("TRS II"), a wholly owned subsidiary of American Tower Corporation (together with TRS II, the "Reporting Persons"), sold pursuant to a block trade with Barclays Capital Inc.
- TRS II directly holds 2,170,657 common units ("Common Units") of AST & Science LLC ("AST LLC") and an equal number of Class B Common Stock of the Issuer ("Class B Shares").
- The Common Units, together with an equal number of Class B Shares, may be redeemed by TRS II at any time for Class A Shares on a one-to-one basis. The Common Units do not expire.

Remarks:

The Reporting Person may be deemed to be a member 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 (the "SEC") on April 12, 2021, as amended and restated by the Amended and Restated Stockholders' Agreement, dated June 5, 2024, filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 7, 2024, and the First Amendment to Amended and Restated Stockholders' Agreement, dated as of February 5, 2025, filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on February 7, 2025. The Reporting Person disclaims beneficial ownership of any securities reported by any person except to the extent of its pecuniary interest therein.

/s/ Rodney M. Smith, By:
Executive Vice President, Chief
Financial Officer and Treasurer, 12/11/2025
American Tower Corporation

** 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.