
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

AST SpaceMobile, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

00217D100

(CUSIP Number)

American Tower Corporation
222 Berkeley St.,
Boston, MA, 02116
(617) 375-7500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/09/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 00217D100

Name of reporting person

1

American Tower Corporation

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

2,382,036.00

Number of Shares Beneficially Owned by Each Reporting Person

Shared Voting Power

8

0.00

Each Reporting Person

Sole Dispositive Power

9

2,382,036.00

With: Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 2,382,036.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 0.84 %

Type of Reporting Person (See Instructions)

14 CO

Comment for Type of Reporting Person: The amount in row 11 is comprised of (i) 211,379 shares of Class A Common Stock of AST SpaceMobile, Inc. (the "Issuer") (the "Class A Common Stock") and (ii) 2,170,657 common units (the "LLC Units") of AST & Science LLC ("AST LLC"). In addition, the Reporting Persons beneficially own 2,170,657 shares of Class B Common Stock of the Issuer (the "Class B Common Stock"). Each share of Class A Common Stock carries one vote per share and each share of Class B Common Stock carries one vote per share and no economic rights. The Reporting Persons may redeem or exchange one LLC Unit for one share of Class A Common Stock or, under certain circumstances, a cash payment based on the value of Class A Common Stock. At the time of any such redemption or exchange, the Reporting Persons would forfeit an equivalent number of shares of Class B Common Stock to the Issuer. As discussed in Item 2 of the Schedule 13D (as defined below), the other Stockholder Parties (as defined therein) are not included as reporting persons in this Schedule 13D, and the Reporting Persons expressly disclaim beneficial ownership of the shares of Class A Common Stock beneficially held by the other Stockholders Parties. This calculation in row 13 is based on the aggregate number of 282,230,456 shares of Class A Common Stock outstanding, which is the sum of (i) 277,628,960 outstanding shares of Class A Common Stock as of November 6, 2025, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 10, 2025, (ii) 2,048,849 shares of Class A Common Stock issued by the Issuer in a registered direct offering as disclosed in the Issuer's Prospectus Supplement filed pursuant to Rule 424(b)(5) filed with the SEC on November 13, 2025, (iii) 381,990 shares of Class A Common Stock issued by the Issuer in a registered direct offering as disclosed in the Issuer's Prospectus Supplement filed pursuant to Rule 424(b)(5) filed with the SEC on November 14, 2025, and (iv) 2,170,657 LLC Units beneficially owned by the Reporting Persons that are redeemable for Class A Common Stock on a one-to-one basis.

SCHEDULE 13D

CUSIP No. 00217D100

1 Name of reporting person
 ATC TRS II LLC
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 OO
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 DELAWARE
 Sole Voting Power

7
 Number of Shares Beneficially Owned by Each Reporting Person With: 2,382,036.00
 Shared Voting Power
 8 0.00
 Sole Dispositive Power
 9 2,382,036.00
 Shared Dispositive Power
 10 0.00

11 Aggregate amount beneficially owned by each reporting person
 2,382,036.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
 Percent of class represented by amount in Row (11)
 0.84 %

14 Type of Reporting Person (See Instructions)
 CO

Comment for Type of Reporting Person: The amount in row 11 is comprised of (i) 211,379 shares of Class A Common Stock and (ii) 2,170,657 LLC Units. In addition, the Reporting Persons beneficially own 2,170,657 shares of Class B Common Stock. Each share of Class A Common Stock carries one vote per share and each share of Class B Common Stock carries one vote per share and no economic rights. The Reporting Persons may redeem or exchange one LLC Unit for one share of Class A Common Stock or, under certain circumstances, a cash payment based on the value of Class A Common Stock. At the time of any such redemption or exchange, the Reporting Persons would forfeit an equivalent number of shares of Class B Common Stock to the Issuer. As discussed in Item 2 of the Schedule 13D (as defined below), the other Stockholder Parties (as defined therein) are not included as reporting persons in this Schedule 13D, and the Reporting Persons expressly disclaim beneficial ownership of the shares of Class A Common Stock beneficially held by the other Stockholders Parties. This calculation in row 13 is based on 282,230,456 shares of Class A Common Stock outstanding, which is the sum of (i) 277,628,960 outstanding shares of Class A Common Stock as of November 6, 2025, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 10, 2025, (ii) 2,048,849 shares of Class A Common Stock issued by the Issuer in a registered direct offering as disclosed in the Issuer's Prospectus Supplement filed pursuant to Rule 424(b)(5) filed with the SEC on November 13, 2025, (iii) 381,990 shares of Class A Common Stock issued by the Issuer in a registered direct offering as disclosed in the Issuer's Prospectus Supplement filed pursuant to Rule 424(b)(5) filed with the SEC on November 14, 2025, and (iv) 2,170,657 LLC Units beneficially owned by the Reporting Persons that are redeemable for Class A Common Stock on a one-to-one basis.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock, par value \$0.0001 per share

Name of Issuer:

(b) AST SpaceMobile, Inc.

Address of Issuer's Principal Executive Offices:

(c) Midland Intl. Air & Space Port, 2901 Enterprise Lane, Midland, TEXAS , 79706.

Item 1 Comment: This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on April 16, 2021 (the "Schedule 13D"), relating to the shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), of AST SpaceMobile, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 1 amends and restates Items 5(a)-(c) as set forth below. Unless specified otherwise, capitalized terms used herein without definition shall have the meanings set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) The responses set forth in rows 11 and 13 on the cover page to this Amendment No. 1 are incorporated by reference into this Item 5.

(b) The responses set forth in rows 7 through 10 on the cover page to this Schedule 13D are incorporated by reference into this Item 5.

(c) On December 9, 2025, the Reporting Persons sold an aggregate of 2,288,621 shares of Class A Common Stock pursuant to a block trade with Barclays Capital Inc. at a price of \$69.75 per share.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

American Tower Corporation

Signature: /s/ Rodney M. Smith

Name/Title: Executive Vice President, Chief Financial Officer
and Treasurer

Date: 12/11/2025

ATC TRS II LLC

Signature: /s/ Rodney M. Smith

Name/Title: Executive Vice President, Chief Financial Officer
and Treasurer

Date: 12/11/2025