



AST SPACEMOBILE, INC.

28,750,000 SHARES OF CLASS A COMMON STOCK
6,100,000 WARRANTS TO PURCHASE SHARES OF CLASS A COMMON STOCK
17,600,000 SHARES OF CLASS A COMMON STOCK UNDERLYING WARRANTS

This prospectus supplement is being filed to update and supplement the information contained in the prospectus dated May 14, 2021 (the "Prospectus"), related to (i) the offer and sale, from time to time, by the selling stockholders identified in the Prospectus, or their permitted transferees, of (a) an aggregate of 28,750,000 shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of AST SpaceMobile, Inc., a Delaware corporation, and (b) 6,100,000 warrants to purchase Class A Common Stock at an exercise price of \$11.50 per share (the "private placement warrants") and (ii) the issuance by us of up to 17,600,000 shares of Class A Common Stock upon the exercise of outstanding public warrants (the "public warrants") and private placement warrants (collectively, the "warrants"), with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission ("SEC") on September 20, 2021 (the "Form 8-K"). Accordingly, we have attached the Form 8-K to this prospectus supplement.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our shares of Class A Common Stock are listed on The Nasdaq Capital Market LLC ("Nasdaq") under the symbol "ASTS." On September 20, 2021, the closing sale price per share of our Class A Common Stock was \$11.55. Our public warrants are listed on The Nasdaq Capital Market under the symbol "ASTSW." On September 20, 2021, the closing sale price per warrant of our public warrants was \$4.18.

Investing in shares of our Class A Common Stock or warrants involves risks that are described in the "Risk Factors" section beginning on page 5 of the Prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is September 21, 2021.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **September 15, 2021**

AST SpaceMobile, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39040

(Commission
File Number)

84-2027232

(IRS Employer
Identification No.)

**Midland Intl. Air & Space Port
2901 Enterprise Lane
Midland, Texas**

(Address of principal executive offices)

79706

(Zip Code)

(432) 276-3966

Registrant's telephone number, including area code

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	ASTS	The Nasdaq Stock Market LLC
Warrants exercisable for one share of Class A common stock at an exercise price of \$11.50	ASTSW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 - Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective September 15, 2021, Shanti Gupta has been appointed Chief Accounting Officer of AST SpaceMobile, Inc. (“AST SpaceMobile”) and will assume the role of principal accounting officer. Rulfo Hernandez, the prior Chief Accounting Officer, assumed the role of Chief Financial Officer – International Operations effective as of the same date.

Mr. Gupta has over 20 years of experience in finance and accounting providing assurance and advisory services to Fortune 500 and private companies in North America, Europe and Asia. Since 2014, Mr. Gupta has worked with Ernst & Young in New York where he has been a Partner and Managing Director in the Financial Accounting Advisory Services group. Previously, he has worked with Deloitte & Touche in New York and with KPMG in India. He is a licensed Certified Public Accountant in New York, and a Chartered Accountant from The Institute of Chartered Accountants of India. He received his Bachelor of Commerce (Honors) from Shri Ram College of Commerce, Delhi University, India.

There is no arrangement or understanding between Mr. Gupta and any other person pursuant to which he was selected as an officer of the Company, and there is no family relationship between Mr. Gupta and any of the Company’s other directors or executive officers.

In connection with Mr. Gupta’s appointment as the Company’s Chief Accounting Officer, Mr. Gupta entered into an offer letter with the Company, which will be filed with the Company’s next Form 10-Q. The offer letter provides for a base salary of \$250,000 and six months of severance in the event of a termination without cause as well as customary reimbursement of relocation expenses. The Company granted Mr. Gupta (i) 200,000 restricted stock units, each of which represents one share of the Company’s common stock (“RSUs”), vesting in four equal annual installments beginning on the first anniversary of his employment commencement date and (ii) 50,000 RSUs, which vest on the basis of satisfaction of certain stated performance criteria. Mr. Gupta will also enter into an Indemnification and Advancement Agreement with the Company, in the form previously filed as an exhibit to the Company’s registration statements on Form S-1.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 17, 2021

AST SPACEMOBILE, INC.

By: /s/ Thomas Severson

Name: Thomas Severson

Title: Chief Financial Officer
