

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>NIVEN RALPH</b>			2. Issuer Name and Ticker or Trading Symbol <b>Aerovate Therapeutics, Inc. [ AVTE ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>CHIEF SCIENTIFIC OFFICER</b>		
(Last) (First) (Middle) <b>C/O AEROVATE THERAPEUTICS, INC.</b> <b>930 WINTER STREET, SUITE M-500</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>02/05/2024</b>			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) <b>WALTHAM MA 02451</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

**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			
Common Stock	02/05/2024		M <sup>(1)</sup>		1,400	A	\$1.74	3,009	D	
Common Stock	02/05/2024		M <sup>(1)</sup>		3,200	A	\$2.14	6,209	D	
Common Stock	02/05/2024		S <sup>(1)</sup>		4,600	D	\$17.4455 <sup>(2)</sup>	1,609	D	

**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		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$1.74	02/05/2024		M <sup>(1)</sup>		900	(3)	09/03/2030	Common Stock	900	\$0	13,308	D	
Stock Option (Right to Buy)	\$1.74	02/05/2024		M <sup>(1)</sup>		500	(4)	09/03/2030	Common Stock	500	\$0	9,088	D	
Stock Option (Right to Buy)	\$2.14	02/05/2024		M <sup>(1)</sup>		500	(5)	04/01/2031	Common Stock	500	\$0	10,894	D	
Stock Option (Right to Buy)	\$2.14	02/05/2024		M <sup>(1)</sup>		1,200	(6)	04/01/2031	Common Stock	1,200	\$0	34,908	D	
Stock Option (Right to Buy)	\$2.14	02/05/2024		M <sup>(1)</sup>		1,500	(7)	04/01/2031	Common Stock	1,500	\$0	41,732	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 25, 2023.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.16 to \$18.075, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- A total of 24,108 shares subject to an employee stock option were granted on September 4, 2020, with 25% of this option vested on August 1, 2021, and the remainder vesting in 36 substantially equal monthly installments thereafter.
- A total of 14,488 shares subject to an employee stock option were granted on September 4, 2020, with 25% of this option vested on June 1, 2021, and the remainder vesting in 36 substantially equal monthly installments thereafter.
- A total of 16,294 shares subject to an employee stock option were granted on April 2, 2021, with options vesting in 48 equal monthly installments, with the first installment vested on May 2, 2021.
- A total of 49,908 shares subject to an employee stock option were granted on April 2, 2021, with options vesting in 48 equal monthly installments, with the first installment vested on July 4, 2021.
- A total of 59,732 shares subject to an employee stock option were granted on April 2, 2021, with options vesting in 48 equal monthly installments, with the first installment vested on July 4, 2021.

/s/ George A. Eldridge,  
Attorney-in-Fact

02/07/2024

\*\* Signature of Reporting Person Date

\* 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.**