

OMB APPROVAL	
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**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

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

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) <b>CHIEF SCIENTIFIC OFFICER</b> Other (specify below) _____		
(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>02/06/2023</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)								

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2023		M <sup>(1)</sup>		650	A	\$1.74	2,259	D	
Common Stock	02/06/2023		M <sup>(1)</sup>		1,600	A	\$2.14	3,859	D	
Common Stock	02/06/2023		S <sup>(1)</sup>		2,250	D	\$24.272 <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	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$1.74	02/06/2023		M <sup>(1)</sup>		450	(3)	09/03/2030	Common Stock	450	\$0	20,958	D	
Stock Option (Right to Buy)	\$1.74	02/06/2023		M <sup>(1)</sup>		200	(4)	09/03/2030	Common Stock	200	\$0	13,088	D	
Stock Option (Right to Buy)	\$2.14	02/06/2023		M <sup>(1)</sup>		200	(5)	04/01/2031	Common Stock	200	\$0	14,894	D	
Stock Option (Right to Buy)	\$2.14	02/06/2023		M <sup>(1)</sup>		650	(6)	04/01/2031	Common Stock	650	\$0	45,358	D	
Stock Option (Right to Buy)	\$2.14	02/06/2023		M <sup>(1)</sup>		750	(7)	04/01/2031	Common Stock	750	\$0	54,482	D	
Stock Option (Right to Buy)	\$25.57	02/07/2023		A		62,000	(8)	02/06/2033	Common Stock	62,000	\$0	62,000	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 6, 2022.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$23.84 to \$24.74, 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.
- This option shall vest and become exercisable in 48 substantially equal monthly installments, with the first installment vesting on March 7, 2023.

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

02/08/2023

\*\* 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.

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