

| 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* <u>Dake Benjamin T</u> _____ (Last) (First) (Middle) <u>C/O AEROVATE THERAPEUTICS, INC.</u> <u>930 WINTER STREET, SUITE M-500</u> _____ (Street) <u>WALTHAM MA 02451</u> _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>Aerovate Therapeutics, Inc. [AVTE]</u> | | | 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) SEE REMARKS | | |
| 3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2023</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 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 | 06/06/2023 | | M ⁽¹⁾ | | 2,412 | A | \$1.74 | 3,703 | D | |
| Common Stock | 06/06/2023 | | M ⁽¹⁾ | | 7,871 | A | \$2.14 | 11,574 | D | |
| Common Stock | 06/06/2023 | | S ⁽¹⁾ | | 10,268 | D | \$16.2798 ⁽²⁾ | 1,306 | D | |
| Common Stock | 06/06/2023 | | S ⁽¹⁾ | | 15 | D | \$16.975 | 1,291 | 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 | | | | | | Title |
| Stock Option (Right to Buy) | \$1.74 | 06/06/2023 | | M ⁽¹⁾ | | | 905 | (3) | 09/03/2030 | Common Stock | 905 | \$0 | 6,339 | D | |
| Stock Option (Right to Buy) | \$1.74 | 06/06/2023 | | M ⁽¹⁾ | | | 1,507 | (4) | 09/03/2030 | Common Stock | 1,507 | \$0 | 21,095 | D | |
| Stock Option (Right to Buy) | \$2.14 | 06/06/2023 | | M ⁽¹⁾ | | | 1,018 | (5) | 04/01/2031 | Common Stock | 1,018 | \$0 | 22,405 | D | |
| Stock Option (Right to Buy) | \$2.14 | 06/06/2023 | | M ⁽¹⁾ | | | 6,853 | (6) | 04/01/2031 | Common Stock | 6,853 | \$0 | 164,461 | D | |

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 14, 2022.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.84 to \$16.82, 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 48,293 shares subject to an employee stock option were granted on September 4, 2020, with 10% of the shares vested on January 1, 2020, an additional 22.5% of the shares vested on January 1, 2021, and the remainder vesting in 36 substantially equal monthly installments thereafter.
- A total of 72,325 shares subject to an employee stock option were granted on September 4, 2020, with 25% of the shares vested on August 1, 2021, and the remainder vesting in 36 substantially equal monthly installments thereafter.
- A total of 48,882 shares subject to an employee stock option were granted on April 2, 2021, with the first installment vested on May 2, 2021, with shares vesting in 48 substantially equal monthly installments.
- A total of 328,921 shares subject to an employee stock option were granted on April 2, 2021, with the first installment vested on July 4, 2021, and with shares vesting in 48 substantially equal monthly installments.

Remarks:

Officer Title: President, Chief Operating Officer and Secretary

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

06/08/2023

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.