

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Chouinard Brett R</u>  (Last) (First) (Middle) <u>C/O ALTAIR ENGINEERING INC.</u> <u>1820 E. BIG BEAVER ROAD</u>  (Street) <u>TROY MI 48083</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Altair Engineering Inc. [ ALTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			
Class A Common Stock	05/13/2019		M		2,992	A	\$3.79	50,522 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2019		M		3,000	A	\$3.84	53,522 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2019		M		2,006	A	\$3.64	55,528 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2019		S <sup>(2)</sup>		7,400 <sup>(2)</sup>	D	\$34.074 <sup>(3)</sup>	48,128 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2019		S <sup>(2)</sup>		598 <sup>(2)</sup>	D	\$34.804 <sup>(4)</sup>	47,530 <sup>(1)</sup>	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)	\$3.79	05/13/2019		M			2,992	(5)	12/15/2024	Class A Common Stock	2,992	\$0.00	0	D	
Stock Option (right to buy)	\$3.84	05/13/2019		M			3,000	(6)	12/17/2025	Class A Common Stock	3,000	\$0.00	1,000	D	
Stock Option (right to buy)	\$3.64	05/13/2019		M			2,006	(7)	05/17/2026	Class A Common Stock	2,006	\$0.00	2,006	D	

**Explanation of Responses:**

- Includes 4,969 Class A Common Stock restricted stock units that are unvested.
- The sale of the shares of Class A Common Stock were made pursuant to a plan intended to comply with Rule 10b5-1 of the Exchange Act, previously entered into on March 12, 2019.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.66 to \$34.52 per share, inclusive. The reporting person undertakes to provide to Altair Engineering Inc., any security holder of Altair Engineering Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.6 to \$35.12 per share, inclusive. The reporting person undertakes to provide to Altair Engineering Inc., any security holder of Altair Engineering Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- The options vested in 4 equal annual installments commencing December 15, 2015. The option is currently fully vested.
- The options vested in 4 equal annual installments commencing December 17, 2016.
- The options vested in 4 equal annual installments commencing May 17, 2017.

**Remarks:**

/s/ Raoul Maitra, attorney-in-fact for Brett R. Chouinard 05/15/2019

\*\* 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.

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