

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Gayle Brian</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. Date of Event Requiring Statement (Month/Day/Year) <u>03/17/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Altair Engineering Inc. [ALTR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>	5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>15,649⁽¹⁾</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>06/09/2027</u>	<u>Class A Common Stock</u> 1,417	<u>5.18</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(3)</u>	<u>03/16/2030</u>	<u>Class A Common Stock</u> 1,091	<u>29.22</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(4)</u>	<u>06/02/2030</u>	<u>Class A Common Stock</u> 22,500	<u>39.82</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(5)</u>	<u>12/02/2030</u>	<u>Class A Common Stock</u> 22,500	<u>52.03</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(6)</u>	<u>03/15/2031</u>	<u>Class A Common Stock</u> 5,443	<u>61.93</u>	<u>D</u>	

Explanation of Responses:

- Includes 3,853 Class A Common Stock restricted stock units that are unvested.
- The options vest in 4 equal annual installments commencing on June 9, 2017.
- The options vest in 4 equal annual installments commencing on March 16, 2021.
- On June 2, 2020, the Reporting Person was granted options covering 22,500 shares of Class A Common Stock. Of such options, options covering 11,250 shares vest on June 2, 2022 and options covering 11,250 shares vest on June 2, 2023.
- On December 2, 2020, the Reporting Person was granted options covering 22,500 shares of Class A Common Stock. Of such options, options covering 11,250 shares vest on December 2, 2022 and options covering 11,250 shares vest on December 2, 2023.
- The options vest in 4 equal annual installments commencing on March 15, 2022.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Raoul Maitra, attorney-
in-fact for Brian Gayle 03/18/2021

** Signature of Reporting Person

Date

* If the form is filed by more than one reporting person, see Instruction 5 (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.

POWER OF ATTORNEY

Known by all those present, that BRIAN GAYLE hereby constitutes and appoints each of Raoul Maitra, Brian Gayle and Peter Ehrenberg, Esq. as her true and lawful attorneys-in-fact with respect to Altair Engineering Inc. to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13 and 16(a) of the Securities Exchange Act of 1934, or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned Schedules 13D and 13G, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G, and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including without limitation the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's designated substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the each foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of March 2021.

/s/ Brian Gayle

Name: BRIAN GAYLE

Sworn and subscribed before me on this 11th day of March 2021 by Brian Gayle.

Samantha Leffler

Samantha Leffler, Notary Public
Oakland County, Michigan
My Commission Expires: July 9, 2026