

| 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*<br><u>Scapa James Ralph</u><br><br>(Last) (First) (Middle)<br>C/O ALTAIR ENGINEERING INC.<br>1820 E. BIG BEAVER ROAD<br><br>(Street)<br>TROY MI 48083<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Altair Engineering Inc. [ ALTR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Executive Officer |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/11/2018                         |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |

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            | 06/11/2018                           |  | C                              |   | 975,420   | A          | \$0.00   | 975,420   | I  | By James R. Scapa Declaration of Trust dated March 5, 1987 <sup>(1)</sup> |
| Class A Common Stock            | 06/11/2018                           |  | S                              |   | 975,420   | D          | \$33.425 | 0   | I  | By James R. Scapa Declaration of Trust dated March 5, 1987 <sup>(1)</sup> |
| Class A Common Stock            | 06/11/2018                           |  | C                              |   | 100,000   | A          | \$0.00   | 100,000   | I  | By JRS Investments, LLC <sup>(2)</sup>                                    |
| Class A Common Stock            | 06/11/2018                           |  | S                              |   | 100,000   | D          | \$33.425 | 0   | I  | By JRS Investments, LLC <sup>(2)</sup>                                    |
| Class A Common Stock            |                                      |  |                                |   |   |            |          | 20,000 <sup>(3)</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   | Amount or Number of Shares |  |  |   |   |
| Class B Common Stock                       | \$0.00   | 06/11/2018                           |  | C                              |   | 975,420  |     | (4)  | (4)             | Class A Common Stock  | 975,420                    | \$0.00                                     | 11,675,996   | I   | By James R. Scapa Declaration of Trust dated March 5, 1987 <sup>(1)</sup> |
| Class B Common Stock                       | \$0.00   | 06/11/2018                           |  | C                              |   | 100,000  |     | (4)  | (4)             | Class A Common Stock  | 100,000                    | \$0.00                                     | 7,324,004  | I   | By JRS Investments, LLC <sup>(2)</sup>                                    |

Explanation of Responses:

- Reporting person serves as Trustee. Reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Reporting person serves as Manager. Reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Consists of 20,000 Class A Common Stock restricted stock units that are unvested.
- Each share of Class B common stock is immediately convertible, at the option of the shareholder, into one share of Class A common stock and shall automatically convert into Class A common stock upon the occurrence of certain events. Please see Altair Engineering Inc. Registration Statement filed with the Securities and Exchange Commission on Form S-1 (File No. 333-225412) for a description of the conversion rights.

Remarks:

/s/ Raoul Maitra, attorney-in-  
fact for James R. Scapa

06/11/2018

\*\* 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.

**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.**