

**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                                 |           |
|--|-----------|
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|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Morof Howard N</u><br><br>(Last) (First) (Middle)<br><u>C/O ALTAIR ENGINEERING INC.</u><br><u>1820 E. BIG BEAVER ROAD</u><br><br>(Street)<br><u>TROY MI 48083</u><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><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Financial Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/08/2020</u>                  |  |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><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            | 01/08/2020                           |  | M                              |   | 756   | A          | \$3.84                  | 5,606 <sup>(1)</sup>  | D  |  |
| Class A Common Stock            | 01/08/2020                           |  | G                              |   | 756   | D          | \$0.00                  | 4,850 <sup>(1)</sup>  | D  |  |
| Class A Common Stock            | 01/08/2020                           |  | G                              |   | 756   | A          | \$0.00                  | 336,438   | I  | By Howard N. Morof Revocable Trust dated August 7, 1992 <sup>(2)</sup>               |
| Class A Common Stock            | 02/04/2020                           |  | s <sup>(3)</sup>               |   | 4,000 <sup>(3)</sup>  | D          | \$38.849 <sup>(4)</sup> | 332,438   | I  | By Howard N. Morof Revocable Trust dated August 7, 1992 <sup>(2)</sup>               |
| Class A Common Stock            |                                      |  |                                |   |   |            |                         | 141,080   | I  | By Howard N. Morof Irrevocable Grantor Trust dated September 11, 2017 <sup>(2)</sup> |

**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)                | \$3.84   | 01/08/2020                           |  | M                              |   |  | 756 | (5)  | 12/17/2025      | Class A Common Stock  | 756  | \$0.00   | 0   | D  |       |

**Explanation of Responses:**

1. Includes 4,850 Class A Common Stock restricted stock units that are unvested as of January 8, 2020.

2. The 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.

3. 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 November 18, 2019.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.45 to \$39.13 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.
5. The options vest in 4 equal annual installments commencing December 17, 2016. This option is currently fully vested.

**Remarks:**

/s/ Raoul Maitra, attorney-in-  
fact for Howard N. Morof      02/06/2020

\*\* 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.**