

# FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

|                                                           |
|-----------------------------------------------------------|
| OMB APPROVAL                                              |
| OMB Number: 3235-0104                                     |
| Estimated average burden<br>hours per response. . . . 0.5 |

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                                                |         |                                                       |                                                          |                                                                                                                                                                                                                                                                                                                                                              |  |
|----------------------------------------------------------------|---------|-------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person*                       |         |                                                       | 2. Date of Event Requiring Statement (Month/Day/Year)    | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                                                                                                                                                                                                                                                                                                           |  |
| ROTH VINCENT J                                                 |         |                                                       | 12/27/2016                                               | Guardion Health Sciences, Inc. <span style="float: right;">none</span>                                                                                                                                                                                                                                                                                       |  |
| (Last)                                                         | (First) | (Middle)                                              |                                                          | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                                                                                                                                                                                                                                      |  |
| 15150 AVENUE OF SCIENCE<br>SUITE 200                           |         |                                                       |                                                          | <input type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span><br><span style="margin-left: 100px;"><del>General Counsel and Secretary</del></span> |  |
| (Street)                                                       |         |                                                       |                                                          | 5. If Amendment, Date Original Filed (Month/Day/Year)                                                                                                                                                                                                                                                                                                        |  |
| SAN DIEGO CA 92128                                             |         |                                                       |                                                          |                                                                                                                                                                                                                                                                                                                                                              |  |
| (City)                                                         | (State) | (Zip)                                                 |                                                          |                                                                                                                                                                                                                                                                                                                                                              |  |
| <b>Table I -- Non-Derivative Securities Beneficially Owned</b> |         |                                                       |                                                          |                                                                                                                                                                                                                                                                                                                                                              |  |
| 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)                                                                                                                                                                                                                                                                                                        |  |
| Common Stock                                                   |         | 150,000                                               | D                                                        |                                                                                                                                                                                                                                                                                                                                                              |  |
| Common Stock                                                   |         | 100,000 (1)                                           | D                                                        |                                                                                                                                                                                                                                                                                                                                                              |  |

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 5(b)(v).

**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 control number.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Securities<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|-----------------|----------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable                                            | Expiration Date | Title                                                                            | Amount or Number of Shares |                                                        |                                                                                    |                                                          |
|                                               |                                                             |                 |                                                                                  |                            |                                                        |                                                                                    |                                                          |

Explanation of Responses:

See attached "FOOTNOTES" page.

\*\* 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.

/s/ Vincent J. Roth  
\*\* Signature of Reporting Person

12/27/2016  
Date

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 This Restricted Stock Grant was 75% vested as of October 1, 2016 and the remaining 25% is scheduled to vest on January 1, 2017.