

Submission Data File

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Contact Name	Chris Pinilla
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ABS Asset Class Type	
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Sponsor CIK	
Emerging Growth Company	Yes
Elected not to use extended transition period	No
(End General Information)	

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Document Type 1*	8-K/A
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Document Name 2*	v472402_ex99-1.htm
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Notifications	
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E-mail 1	chrispinilla@toppanlf.com
(End Notifications)	

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K/A
(Amendment No. 1)**

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 31, 2017

GUARDION HEALTH SCIENCES, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

0-55723
(Commission
File Number)

44-4428421
(IRS Employer
Identification No.)

15150 Avenue of Science, Suite 200, San Diego, CA
(Address of principal executive offices)

92128
(Zip Code)

Registrant's telephone number, including area code: **(858) 605-9055**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Guardion Health Sciences, Inc. (the "Company") with the Securities and Exchange Commission on July 25, 2017 (the "Original Report"), relating to the issuance and sale of Series B Preferred Stock. This Current Report on Form 8-K/A amends the Original Report for the purpose of disclosing the final number of shares of Series B Preferred Stock issued by the Company prior to the closing of such stock offering.

Item 1.01 Entry into a Material Definitive Agreement

As stated in the Original Report, for the period from May 23, 2017 through July 24, 2017, the Company issued a total of 2,325,000 shares of its Series B Convertible Preferred Stock, par value \$0.001 per share ("Series B Preferred Stock"), in transactions that were not registered under the Securities Act of 1933, as amended (the "Securities Act"). Subsequent to the Original Report, the Company issued another 80,000 shares of Series B Preferred Stock, in transactions that were not registered under the Securities Act. The Company closed the Series B Preferred Stock private placement on July 31, 2017 with a total of 3,105,000 shares of Series B Preferred Stock issued and outstanding. All of the outstanding shares of Series B Preferred Stock were issued pursuant to the terms of a Series B Preferred Stock Purchase Agreement in substantially the form attached as Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on March 23, 2017.

The purchase price of the Series B Preferred Stock was \$1.00 per share, for an aggregate purchase price of \$3,105,000. The Series B Preferred Stock has a stated value of \$1.00 per share and accrues an annual dividend at the rate of 6% of the stated value, calculated quarterly, to be paid in shares of common stock at the rate of \$0.75 per share. Series B Preferred Stock is convertible commencing December 31, 2017, or earlier upon the approval of the Board of Directors, by the holder into common stock at \$0.75 per share. The Series B Preferred Stock is automatically convertible by the Company upon an equity financing of at least \$5,000,000 subsequent to June 30, 2017, or is publicly traded for at least \$2.00 per share for 10 consecutive trading days, or upon completion of a Major Transaction (as defined in the Certificate of Designation). Dividends are payable to holders of record quarterly, on the last business day of each calendar quarter, from the date of issuance, as may be declared by the Board of Directors, and are cumulative. Series B Preferred Stock is senior to all Common Stock and junior to the Company's Series A preferred stock.

The shares of Series B Preferred Stock were issued in reliance upon the exemption from registration in Section 4(a)(2) of the Securities Act.

Item 3.02 Unregistered Sales of Equity Securities

The disclosure set forth in Item 1.01 above is incorporated herein by reference.

Item 8.01 Other Information

On August 3, 2017, the Company issued a press release announcing the closing of the Series B Preferred Stock Private Placement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K/A and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated August 3, 2017 announcing the closing of the Series B Preferred Stock Private Placement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 3, 2017

GUARDION HEALTH SCIENCES, INC.

By: /s/ Michael Favish
Michael Favish
Chief Executive Officer

FOR IMMEDIATE RELEASE



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**Guardion Health Sciences announces completion of
Series B funding round, raising over \$3 million**

San Diego, California – August 3rd, 2017 – Guardion Health Sciences, Inc. (“Guardion” or the “Company”), a leader in the field of ocular health technologies and products, completed their Series B funding round closing on July 31st, 2017, raising an aggregated total of \$3.105 million.

The Company intends to use the proceeds to accelerate expansion of their operations, implement their sales and marketing strategy, and complete development of additional products in their pipeline.

About Guardion Health Sciences, Inc.

Guardion Health Sciences, Inc. is a specialty health sciences company that develops, formulates and distributes condition-specific medical foods with an initial medical food product that addresses a depleted macular protective pigment, a known risk factor for age-related macular degeneration (“AMD”), and a significant component of functional vision performance. Guardion Health Sciences, Inc. has also developed a proprietary medical device, the MapcatSF[®], which accurately measures the macular pigment density, therefore providing the only two-pronged evidence based protocol.

Forward-Looking Statement Disclaimer

With the exception of the historical information contained in this news release, the matters described herein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve unknown risks and uncertainties that may individually or materially impact the matters discussed herein for a variety of reasons that are outside the control of the Company, including, but not limited to, the Company’s ability to raise sufficient financing to implement its business plan and its ability to successfully develop and commercialize its proprietary products and technologies. Readers are cautioned not to place undue reliance on these forward-looking statements, as actual results could differ materially from those described in the forward-looking statements contained herein. Readers are urged to read the risk factors set forth in the Company’s recently effective Registration Statement on Form S-1, as well as the financial statements included therein. The Registration Statement on Form S-1 is available at the SEC’s website (www.sec.gov). The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

*Company Contact:
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