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

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

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

Date of Report (Date of earliest event reported): **September 29, 2017**

GUARDION HEALTH SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware	0-55723	44-4428421
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

15150 Avenue of Science, Suite 200
San Diego, CA 92128
(Address of principal executive offices, including zip code)

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

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. ☐

Introductory Note

On October 5, 2017, Guardion Health Sciences, Inc. (the "Company") filed a Current Report on Form 8-K (the "Initial Form 8-K") reporting the completion of its acquisition of substantially all of the assets and liabilities of VectorVision, Inc., an Ohio corporation ("VectorVision"), pursuant to the terms of the Asset Purchase and Reorganization Agreement dated as of September 29, 2017.

In accordance with and as permitted by Item 9.01(b)(2) of Form 8-K, the Company is filing this amendment (the "Amendment") to the Initial Form 8-K to provide the required pro forma financial information that were not filed with the Initial Form 8-K. Unless otherwise disclosed herein, the disclosures contained herein have not been updated to reflect events, results or developments that have occurred after the filing of the Initial Form 8-K, or to modify or update those disclosures affected by subsequent events unless otherwise indicated in the Amendment. The Amendment should be read in conjunction with the Initial Form 8-K and the Company's filings made with the Securities and Exchange Commission (the "SEC") subsequent to the Initial Form 8-K, including any amendments to those filings.

Item 8.01. Other Events.

In addition to (a) the audited financial statements of VectorVision, Inc. for the years ended December 31, 2016 and 2015, including the report of Weinberg & Company, P.A., VectorVision's independent registered public accounting firm, included as Exhibit 99.2 to the Initial Form 8-K, (b) the interim unaudited condensed financial statements of VectorVision, Inc. for the six months ended June 30, 2017 and 2016 included as Exhibit 99.3 to the Initial 8-K, and (c) the pro forma financial information for the periods ended June 30, 2017 and December 31, 2016 attached hereto as Exhibit 99.3, the Company is furnishing the following additional financial information regarding VectorVision, Inc. (collectively, the "September Financial Information"):

- unaudited interim financial statements of VectorVision, Inc. for the nine months ended September 30, 2017 and 2016 attached hereto as Exhibit 99.1; and
- the pro forma statement of operations for the period ended September 30, 2017 attached hereto as Exhibit 99.2.

A pro forma balance sheet for the period ended September 30, 2017 is not being furnished because the balance sheet of VectorVision, Inc. as of September 30, 2017 is consolidated with the Company's balance sheet as of September 30, 2017 that is included in the Company's Quarterly Report on Form 10-Q for the quarter period ended September 30, 2017, which was filed with the SEC on November 13, 2017.

The Company is furnishing the September Financial Information in this Item 8.01 because the Company believes that the September Financial Information may provide useful additional information to investors.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information

The following unaudited pro forma combined condensed consolidated financial statements, together with related explanatory notes, showing the pro forma effect on the Company's financial statements of the Company's acquisition of VectorVision and other related pro forma events, are attached hereto as Exhibit 99.3 and are incorporated herein by reference: (i) balance sheet as of June 30, 2017, (ii) statement of operations for the six months ended June 30, 2017, and (iii) statement of operations for the year ended December 31, 2016.

(d) Exhibits

99.1	Unaudited Interim Financial Statements of VectorVision, Inc. for the nine months ended September 30, 2017 and 2016
99.2	Pro forma statement of operations for the nine months ended September 30, 2017
99.3	Pro Forma Financial Information as of and for the six months ended June 30, 2017 and for the year ended December 31, 2016

SIGNATURES

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

GUARDION HEALTH SCIENCES, INC.

By: /s/ MICHAEL FAVISH
Name: Michael Favish
Title: Chief Executive Officer

Date: November 21, 2017

Exhibit 99.1

VECTORVISION, INC.

FINANCIAL STATEMENTS AND FOOTNOTES

AS OF AND FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2017 AND 2016

VectorVision, Inc.
Financial Statements and Footnotes
Contents

Condensed Financial Statements

VectorVision, Inc.
Condensed Balance Sheets

	September 30, 2017 (Unaudited)	December 31, 2016
Assets		
Current assets		
Cash	$ 4,895	$ 7,160
Accounts receivable	50,106	18,301
Inventories	93,293	87,155
Prepaid expenses	550	2,537
Total current assets	**148,844**	**115,153**
Property and equipment, net	9,458	11,756
Total assets	**$ 158,302**	**$ 126,909**
Liabilities and Stockholders' Equity (Deficiency)		
Current liabilities		
Accounts payable and accrued liabilities	$ 76,327	$ 74,365
Line of credit	32,395	32,760
Promissory notes payable related party	-	38,087
Total liabilities	**108,722**	**145,212**
Commitments and contingencies		
Stockholders' Equity (Deficiency)		
Common stock, $0.00 par value; 750 shares authorized; 124 and 124 shares issued and outstanding at September 30, 2017 and December 31, 2016	-	-
Additional paid-in capital	89,497	51,410
Accumulated deficit	(39,917)	(69,713)
Total stockholders' equity (deficiency)	**49,580**	**(18,303)**
Total liabilities and stockholders' equity (deficiency)	**$ 158,302**	**$ 126,909**

See accompanying notes to condensed financial statements.

VectorVision, Inc.
Condensed Statements of Operations

	Nine Months Ended September 30,	
	2017	**2016**
	(Unaudited)	(Unaudited)
Revenue	$ 386,679	$ 185,165
Cost of goods sold	121,748	44,167
Gross profit	264,931	140,998
Operating expenses		
Research and development	34,000	-
Sales and marketing	21,821	10,817
General and administrative	173,947	121,893
Total operating expenses	229,768	132,710
Income from operations	35,163	8,288
Other expenses:		
Interest expense	5,367	6,079
Net income	$ 29,796	$ 2,209

See accompanying notes to condensed financial statements.

VectorVision, Inc.

Condensed Statement of Stockholders' Equity (Deficiency)
(Unaudited)

	Common Stock				
	Shares	**Amount**	**Additional Paid-In Capital**	**Accumulated Deficit**	**Total Stockholders' Equity (Deficiency)**
Balance at December 31, 2016	124	$ -	$ 51,410	$ (69,713)	$ (18,303)
Conversion of notes payable to equity	-	-	38,087	-	38,087
Net income – January 1, 2017 through September 30, 2017	-	-	-	29,796	29,796
Balance at September 30, 2017	124	$ -	$ 89,497	$ (39,917)	$ 49,580

See accompanying notes to condensed financial statements.

VectorVision, Inc.
Condensed Statements of Cash Flows

	Nine Months Ended September 30, 2017 (Unaudited)	Nine Months Ended September 30, 2016 (Unaudited)
Operating Activities		
Net income	$ 29,796	$ 2,209
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	2,298	2,701
Changes in operating assets and liabilities:		
(Increase) decrease in -		
Accounts receivable	(31,805)	(4,062)
Inventories	(6,138)	16,176
Prepaid expenses	1,987	1,715
Increase (decrease) in -		
Accounts payable and accrued expenses	1,962	(27,213)
Net cash used in operating activities	(1,900)	(8,474)
Financing Activities		
Line of credit	(365)	11,089
Net cash (used in) provided by financing activities	(365)	11,089
Cash:		
Net (decrease) increase	(2,265)	2,615
Balance at beginning of period	7,160	5,698
Balance at end of period	$ 4,895	$ 8,313
Supplemental disclosure of cash flow information:		
Cash paid for -		
Interest	$ 3,982	$ 4,426
Income taxes	$ -	$ -
Non-cash financing activity:		
Conversion of notes payable to equity	$ 38,087	$ -

See accompanying notes to condensed financial statements.

VectorVision, Inc.
Notes to Condensed Financial Statements
(Unaudited)
Nine Months Ended September 30, 2017 and 2016

1. Organization and Business Operations

Organization and Business

VectorVision, Inc. (the "Company") was formed in November 1987 as an Ohio-based S Corporation and was founded by David W. Evans, PhD, MBA. The Company develops, manufactures and sells equipment and supplies for standardized vision testing for use by eye doctors, in clinical trials, for real-world vision evaluation and industrial vision testing.

VectorVision specializes in the standardization of contrast sensitivity, glare sensitivity, low contrast acuity, and Early Treatment Diabetic Retinopathy Study ("ETDRS") acuity vision testing. The Company's patented standardization system provides the practitioner or researcher the ability to delineate very small changes in visual capability, either as compared to the population or from visit to visit.

On September 29, 2017, Guardion Health Sciences, Inc. ("Guardion"), through a wholly-owned subsidiary, completed the acquisition of substantially all of the assets and liabilities of VectorVision, Inc. in exchange for 3,050,000 shares of Guardion common stock, pursuant to the terms of an Asset Purchase and Reorganization Agreement. See Note 8 for additional details.

2. Summary of Significant Accounting Policies

Basis of Presentation and Use of Estimates

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

The preparation of the financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Those estimates and assumptions include estimates for reserves of uncollectible accounts, inventory obsolescence, depreciable lives of property and equipment, and accruals for potential liabilities.

Interim Unaudited Financial Information

The accompanying financial statements for the nine months ended September 30, 2017 and 2016 are unaudited. In the opinion of management, these financial statements have been prepared on the same basis as the audited financial statements included herein and include all adjustments, including normal recurring adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows. The information disclosed in the notes to the financial statements for such interim periods is also unaudited. The unaudited financial statements should be read together with the Company's historical audited financial statements, which were previously filed with Guardion's Form 8-K on October 5, 2017.

Revenue Recognition

The Company's revenue is comprised primarily of sales of medical device equipment and supplies to consumers both in the U.S. and internationally. Revenue is recognized when the risk of loss transfers to our customers and collection of the receivable is reasonably assured, which generally occurs when the product is shipped. A product is not shipped without an order from the customer and an appropriate credit evaluation.

We review accounts receivable for uncollectible accounts and provide an allowance for doubtful accounts as needed, which is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. We write off delinquent receivables against our allowance for doubtful accounts based on individual credit evaluations, the results of collection efforts, and specific circumstances of customers. We record recoveries of accounts previously written off when received as an increase in the allowance for doubtful accounts. As of September 30, 2016 and December 31, 2016, we had no outstanding accounts receivable that we believed were at risk of non-collection.

The Company provides a standard one-year warranty that covers replacement for damaged parts. Product returns for the nine-month periods ended September 30, 2017 and 2016 were insignificant.

3. Inventories, net

Inventories consisted of the following:

	September 30, 2017	December 31, 2016
Raw materials	$ 78,934	$ 72,952
Finished goods	14,359	14,203
	$ 93,293	$ 87,155

Included in the above are reserves for slow-moving inventory totaling $48,000, as of September 30, 2017 and December 31, 2016.

4. Property and Equipment, net

Property and equipment consisted of the following:

	September 30, 2017	December 31, 2016
Leasehold improvements	$ 4,898	$ 4,898
Vehicles	42,630	42,630
Research and testing equipment	29,918	29,918
Furniture and fixtures	26,566	26,566
Computer equipment	19,242	19,242
Office equipment	25,303	25,303
	148,557	148,557
Less accumulated depreciation and amortization	(139,099)	(136,801)
	$ 9,458	$ 11,756

For the nine months ended September 30, 2017 and 2016, depreciation and amortization expense was $2,298 and $2,701, respectively, all of which was included in general and administrative expense.

5. Line of Credit

The Company maintains a line of credit ("LOC") with Chase Bank to meet short term liquidity requirements. Maximum borrowings under the LOC are $35,000 and are due on demand. The LOC is secured by the Company's business assets, including accounts receivable, inventory, and equipment. The LOC carries an 8% interest rate, requires monthly payments due on the 25th of each month, and has an annual fee of $150 in addition to any interest accrued. Outstanding balances under the LOC were $32,395 and $32,760 as of September 30, 2017 and December 31, 2016, respectively.

6. Commitments and Contingencies

The Company is subject to claims and assessments from time to time in the ordinary course of business. The Company's management does not believe that any such matters, individually or in the aggregate, will have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

7. Related Party Transactions

The Company periodically enters into unsecured loan agreements with the CEO and various family members to fund working capital needs. These loans do not have specific repayment terms and are not subject to interest charges. The Company pays back these loans as cash flows permit. At December 31, 2016, the Company held an outstanding loan balance of $38,087 with these related parties. In September 2017, the parties agreed to forgive the loan amounts owed, and the outstanding balance was reclassified to stockholders' equity.

The Company leases its operating facilities from DWT Evans LLC, a company owned by VectorVision CEO David Evans. During the nine months ended September 30, 2017 and 2016, general and administrative costs included $14,250 and $12,150, respectively, under this lease arrangement.

8. Sale of VectorVision, Inc.

On September 29, 2017, Guardion Health Sciences, Inc. ("Guardion"), through a wholly-owned subsidiary, completed the acquisition of substantially all of the assets and liabilities of VectorVision, Inc. in exchange for 3,050,000 shares of Guardion common stock, pursuant to the terms of an Asset Purchase and Reorganization Agreement. VectorVision's assets acquired by Guardion pursuant to the agreement included, among others, accounts receivable, fixed assets, inventories, trademarks and copyrights. VectorVision's liabilities assumed by Guardion included, among others, certain trade accounts payable to third parties and accrued liabilities, and amounts owed under an outstanding line of credit.

Guardion has consolidated VectorVision's balance sheet with its balance sheet effective September 30, 2017, and will consolidate VectorVision's statement of operations with its statement of operations commencing October 1, 2017.

Exhibit 99.2

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial statement is based on our historical financial statements and VectorVision's historical financial statements as adjusted to give effect to the Company's acquisition of VectorVision and the related financing transactions. The unaudited pro forma condensed combined statement of operations for the nine months ended September 30, 2017 gives effect to these transactions as if they had occurred on January 1, 2016. We have not included a pro forma balance sheet as of September 30, 2017 herein, as our Form 10-Q for the third quarter of 2017, filed on November 13, 2017, reflects the Company's consolidated historical financial position as of September 30, 2017.

The assumptions and estimates underlying the unaudited adjustments to the pro forma condensed combined financial statement are described in the accompanying notes, which should be read together with the unaudited pro forma condensed combined financial statement. The unaudited pro forma condensed combined financial statement should be read together with the Company's historical financial statements, which are included in the Company's latest annual report on Form 10-K and quarterly report on Form 10-Q, and VectorVision's historical information.

Guardion Health Sciences, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Nine Months Ended September 30, 2017

	Guardion Historical (Unaudited)	VectorVision Historical (Unaudited)	Pro Forma Adjustments	Notes	Pro Forma
Revenue	$ 178,610	$ 386,679	$ -		$ 565,289
Cost of goods sold	82,420	121,748	-		204,168
Gross profit	96,190	264,931	-		361,121
Operating expenses					
Research and development	131,330	34,000	-		165,330
Sales and marketing	294,774	21,821	-		316,595
General and administrative	2,758,331	173,947	235,978	(a)	3,168,256
Total operating expenses	3,184,435	229,768	235,978		3,650,181
(Loss) income from operations	(3,088,245)	35,163	(235,978)		(3,289,060)
Other expenses:					
Interest expense	20,817	5,367	-		26,184
Net (loss) income	(3,109,062)	29,796	(235,978)		(3,315,244)
Adjustments related to Series A and Series B convertible preferred stock:					
Accretion of deemed dividend	(335,337)	-	-		(335,337)
Dividend declared	(159,798)	-	-		(159,798)
Net (loss) income attributable to common shareholders	**$ (3,604,197)**	**$ 29,796**	**$ (235,978)**		**$ (3,810,379)**
Net loss per common share – basic and diluted	$ (0.14)				$ (0.13)
Weighted average common shares outstanding – basic and diluted	25,469,112		3,050,000	(b)	28,519,112

See accompanying notes to unaudited pro forma condensed combined financial information.

Guardion Health Sciences, Inc.
Notes to Unaudited Pro Forma Condensed Combined Financial Information

1. Basis of Presentation

The unaudited pro forma financial information is based on the historical financial statements of the Company and VectorVision, as adjusted to give effect to pro forma events that are (1) directly attributable to the acquisition, (2) factually supportable and (3) with respect to the pro forma condensed combined statements of operations, expected to have a continuing impact on the combined results following the acquisition.

The pro forma condensed combined financial statements do not necessarily reflect what the combined company's financial condition or results of operations would have been had the acquisition occurred on the dates indicated. They also may not be useful in predicting the future financial condition and results of operations of the combined company. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein.

2. Pro Forma Adjustments

The pro forma adjustments are based on our preliminary estimates and assumptions that are subject to change. The adjustments have been reflected in the unaudited pro forma condensed combined financial information.

Unaudited pro forma condensed combined statement of operations for the nine months ended September 30, 2017

(a) Adjustment reflects intangible assets amortization expense, consulting fees earned, and incremental salary costs earned during the nine-month period ending September 30, 2017, as follows:

Adjustment	Amount
Amortization expense	$ 160,978
Consulting fees	67,500
Salary increase	7,500
	$ 235,978

The following table summarizes the preliminary allocation of acquired intangible assets and associated amortization expense which is subject to change based on Management's final determination of the fair value allocation:

	Estimated Fair Value	Estimated Useful Life in Years	Nine Months Ended September 30, 2017 Amortization
Customer relationships	$ 430,700	3	$ 107,675
Technology	161,100	3	40,275
Trade name	65,600	5	9,840
Non-compete covenant	17,000	4	3,188
	$ 674,400		$ 160,978

The useful lives for the intangible assets were estimated based on Management's consideration of various factors, including assumptions that market participants might use about sales expectations as well as potential effects of obsolescence, competition, technological progress and the regulatory environment. The Company's independent third party valuation firm concurred with Management's assessment. Because the future pattern in which the economic benefits of these intangible assets cannot be reliably determined, amortization expense was calculated on a straight-line basis.

(b) Reflects common shares issued as consideration for the VectorVision acquisition.

Exhibit 99.3

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial statements are based on our historical financial statements and VectorVision's historical financial statements as adjusted to give effect to the Company's acquisition of VectorVision and the related financing transactions. The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2017 and the 12 months ended December 31, 2016 give effect to these transactions as if they had occurred on January 1, 2016. The unaudited pro forma condensed combined balance sheet as of June 30, 2017 gives effect to these transactions as if they had occurred on June 30, 2017.

The assumptions and estimates underlying the unaudited adjustments to the pro forma condensed combined financial statements are described in the accompanying notes, which should be read together with the unaudited pro forma condensed combined financial statements. The unaudited pro forma condensed combined financial statements should be read together with the Company's historical financial statements, which are included in the Company's latest annual report on Form 10-K and quarterly report on Form 10-Q, and VectorVision's historical information included herein.

Guardion Health Sciences, Inc.
Unaudited Pro Forma Condensed Combined Balance Sheet
As of June 30, 2017

	Guardion Historical	VectorVision Historical	Pro Forma Adjustments	Notes	Pro Forma Combined
Assets					
Current assets					
Cash	$ 297,536	$ 1,276	$ -		$ 298,812
Accounts receivable	1,662	58,526	-		60,188
Inventories	108,303	98,471	-		206,774
Current portion of deposits and prepaid expenses	6,576	2,621	-		9,197
Total current assets	**414,077**	**160,894**	**-**		**574,971**
Deposits and prepaid expenses, less current portion	10,470	-	-		10,470
Property and equipment, net	88,188	10,016	-		98,204
Intangible assets, net	-	-	674,400	(a)	674,400
Goodwill	-	-	1,608,347	(b)	1,608,347
Total assets	**$ 512,735**	**$ 170,910**	**$ 2,282,747**		**$ 2,966,392**
Liabilities and Stockholders' Equity					
Current liabilities					
Accounts payable and accrued liabilities	$ 413,907	$ 103,947	$ 154,792	(c)	$ 672,646
Accrued expenses and deferred rent	14,667	-	-		14,667
Line of credit	-	24,123	-		24,123
Due to related parties	169,320	-	-		169,320
Convertible notes payable	45,811	-	-		45,811
Promissory notes payable	125,314	-	-		125,314
Promissory notes payable related party	-	38,087	(38,087)	(d)	-
Total current liabilities	**769,019**	**166,157**	**116,705**		**1,051,881**
Stockholders' Equity					
Series A preferred stock	1,705	-	-		1,705
Series B preferred stock	1,100	-	-		1,100
Common stock	25,635	-	-		25,635
Additional paid-in capital	22,056,862	51,410	2,274,177	(e)	24,382,449
Accumulated deficit	(22,341,586)	(46,657)	(108,135)	(f)	(22,496,378)
Total stockholders' equity	**(256,284)**	**4,753**	**2,166,042**		**1,914,511**
Total liabilities and stockholders' equity	**$ 512,735**	**$ 170,910**	**$ 2,282,747**		**$ 2,966,392**

See accompanying notes to unaudited pro forma condensed combined financial information.

Guardion Health Sciences, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Six Months Ended June 30, 2017

	Guardion Historical	VectorVision Historical	Pro Forma Adjustments	Notes	Pro Forma
	(Unaudited)	(Unaudited)			
Revenue	$ 115,912	$ 250,881	$ -		$ 366,793
Cost of goods sold	52,326	82,463	-		134,789
Gross profit	63,586	168,418	-		232,004
Operating expenses					
Research and development	25,770	7,500	-		33,270
Sales and marketing	178,333	15,981	-		194,314
General and administrative	1,365,807	118,469	157,318	(g)	1,641,594
Total operating expenses	1,569,910	141,950	157,318		1,869,178
(Loss) income from operations	(1,506,324)	26,468	(157,318)		(1,637,174)
Other expenses:					
Interest expense	18,355	3,412	-		21,767
Net (loss) income	(1,524,679)	23,056	(157,318)		(1,658,941)
Adjustments related to Series A and Series B convertible preferred stock:					
Accretion of deemed dividend	(85,517)	-	-		(85,517)
Dividend declared	(81,183)	-	-		(81,183)
Net (loss) income attributable to common shareholders	**$ (1,691,379)**	**$ 23,056**	**$ (157,318)**		**$ (1,825,641)**
Net loss per common share – basic and diluted	$ (0.07)				$ (0.06)
Weighted average common shares outstanding – basic and diluted	25,287,759		3,050,000	(h)	28,337,759

See accompanying notes to unaudited pro forma condensed combined financial information.

Guardion Health Sciences, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 31, 2016

	Guardion Historical	VectorVision Historical	Pro Forma Adjustments	Notes	Pro Forma
Revenue	$ 141,029	$ 231,458	$ -		$ 372,487
Cost of goods sold	75,702	84,520	-		160,222
Gross profit	65,327	146,938	-		212,265
Operating expenses					
Research and development	64,026	-	-		64,026
Sales and marketing	389,111	12,353	-		401,464
General and administrative	3,308,144	164,003	329,637	(i)	3,801,784
Loss on settlement of promissory notes and accounts payable	249,739	-	-		249,739
Total operating expenses	4,011,020	176,356	329,637		4,517,013
Loss from operations	(3,945,693)	(29,418)	(329,637)		(4,304,748)
Other expenses:					
Interest expense and financing costs	1,104,557	8,224	-		1,112,781
Change in fair value of note	698,147	-	-		698,147
Total other expenses	1,802,704	8,224	-		1,810,928
Net loss	(5,748,397)	(37,642)	(329,637)		(6,115,676)
Adjustments related to Series A and Series B convertible preferred stock:					
Accretion of deemed dividend	(760,011)	-	-		(760,011)
Dividend declared	(35,018)	-	-		(35,018)
Net loss attributable to common shareholders	**$ (6,543,426)**	**$ (37,642)**	**$ (329,637)**		**$ (6,910,705)**
Net loss per common share – basic and diluted	$ (0.30)				$ (0.28)
Weighted average common shares outstanding – basic and diluted	21,800,719		3,050,000	(j)	24,850,719

See accompanying notes to unaudited pro forma condensed combined financial information.

Guardion Health Sciences, Inc.
Notes to Unaudited Pro Forma Condensed Combined Financial Information

1. Basis of Presentation

The unaudited pro forma financial information is based on the historical financial statements of the Company and VectorVision, as adjusted to give effect to pro forma events that are (1) directly attributable to the acquisition, (2) factually supportable and (3) with respect to the pro forma condensed combined statements of operations, expected to have a continuing impact on the combined results following the acquisition.

The pro forma condensed combined financial statements do not necessarily reflect what the combined company's financial condition or results of operations would have been had the acquisition occurred on the dates indicated. They also may not be useful in predicting the future financial condition and results of operations of the combined company. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein.

2. Pro Forma Adjustments

The pro forma adjustments are based on our preliminary estimates and assumptions that are subject to change. The adjustments have been reflected in the unaudited pro forma condensed combined financial information.

Unaudited pro forma condensed combined balance sheet as of June 30, 2017

(a) Adjustment of intangible assets acquired by the Company to their estimated fair values. As part of the preliminary valuation analysis, the Company identified intangible assets, including technology, trade names, and customer relationships.

The fair values for the individual identified intangible assets were based on the income approach and relief from royalty valuation methodologies using discounted cash flows derived from Management's estimated financial projections. Discount rates ranging from 15% to 17% were utilized.

The following table summarizes the estimated fair value of each identified asset:

	Estimated Fair Value
Customer relationships	$ 430,700
Technology	161,100
Trade name	65,600
Non-compete covenant	17,000
	$ 674,400

The adjustment is reflected at the full estimated fair value, as the unaudited pro forma balance sheet gives effect to these transactions as if they had occurred on June 30, 2017.

(b) Reflects the preliminary estimate of goodwill, which represents the excess of the purchase price over the fair value of VectorVision's identifiable assets acquired and liabilities assumed as shown in Note 3.

(c) Adjustment is comprised of:

1. Transaction costs directly attributable to the acquisition but not recorded in the historical financial statements as of June 30, 2017.
2. Consulting fees earned during the six months ended June 30, 2017 that are directly attributable to the acquisition, are factually supportable, and are expected to have a continuing impact on the combined results following the acquisition.
3. Incremental salary increase earned during the six months ended June 30, 2017 that is directly attributable to the acquisition, is factually supportable, and is expected to have a continuing impact on the combined results following the acquisition.

The following table summarizes these amounts:

Adjustment		Amount
Costs of acquisition	$	104,792
Consulting fees		45,000
Employment costs		5,000
	$	154,792

(d) Reflects related party loans with the VectorVision CEO and family members that were forgiven by the parties as of the date of acquisition. The amounts were reclassified to stockholders' equity.

(e) Adjustment reflects:

1. The estimated fair value of the 3,050,000 shares of common stock, issued as purchase consideration by the Company, and allocated to:
   i. the estimated fair value of intangible assets associated with the acquisition;
   ii. the estimated fair value of goodwill associated with the acquisition; and
   iii. the estimated fair value of other assets acquired, and liabilities assumed, as a result of the acquisition.
2. Reclassification of related party loan balances to stockholders' equity.
3. Elimination of VectorVision's additional paid-in capital as of the date of acquisition.

The following table summarizes these amounts:

Adjustment		Amount
Intangible assets	$	674,400
Goodwill		1,608,347
Other assets and liabilities, net		4,753
Reclassification of related party loans		38,087
Elimination of VectorVision additional paid-in capital		(51,410)
	$	2,274,177

(f) Adjustment reflects:

1. Transaction costs directly attributable to the acquisition but not recorded in the historical financial statements as of June 30, 2017.
2. Consulting fees earned during the six months ended June 30, 2017 that are directly attributable to the acquisition.
3. Incremental salary increase earned during the six months ended June 30, 2017 that is directly attributable to the acquisition.
4. Elimination of VectorVision's retained earnings as of the date of acquisition.

The following table summarizes these amounts:

Adjustment		Amount
Transaction costs	$	(104,792)
Consulting fees		(45,000)
Salary increase		(5,000)
Elimination of VectorVision retained earnings		46,657
	$	(108,135)

Unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2017

(g) Adjustment reflects intangible assets amortization expense, consulting fees earned, and incremental salary costs earned during the six-month period ending June 30, 2017, as follows:

Adjustment	Amount
Amortization expense	$ 107,318
Consulting fees	45,000
Salary increase	5,000
	$ 157,318

The following table summarizes the preliminary allocation of acquired intangible assets and associated amortization expense which is subject to change based on Management's final determination of the fair value allocation:

	Estimated Fair Value	Estimated Useful Life in Years	Six Months Ended June 30, 2017 Amortization
Customer relationships	$ 430,700	3	$ 71,783
Technology	161,100	3	26,850
Trade name	65,600	5	6,560
Non-compete covenant	17,000	4	2,125
	$ 674,400		$ 107,318

The useful lives for the intangible assets were estimated based on Management's consideration of various factors, including assumptions that market participants might use about sales expectations as well as potential effects of obsolescence, competition, technological progress and the regulatory environment. The Company's independent third party valuation firm concurred with Management's assessment. Because the future pattern in which the economic benefits of these intangible assets cannot be reliably determined, amortization expense was calculated on a straight-line basis.

(h) Reflects common shares issued as consideration for the VectorVision acquisition.

Unaudited pro forma condensed combined statement of operations for the year ended December 31, 2016

(i) Adjustment reflects intangible assets amortization expense, consulting fees earned, and incremental salary costs earned during the twelve-month period ending December 31, 2016, as follows:

Adjustment	Amount
Amortization expense	$ 214,637
Consulting fees	105,000
Salary increase	10,000
	$ 329,637

The following table summarizes the preliminary allocation of acquired intangible assets and associated amortization expense which is subject to change based on Management's final determination of the fair value allocation:

	Estimated Fair Value	Estimated Useful Life in Years	Year Ended December 31, 2016 Amortization
Customer relationships	$ 430,700	3	$ 143,567
Technology	161,100	3	53,700
Trade name	65,600	5	13,120
Non-compete covenant	17,000	4	4,250
	$ 674,400		$ 214,637

The useful lives for the intangible assets were estimated based on Management's consideration of various factors, including assumptions that market participants might use about sales expectations as well as potential effects of obsolescence, competition, technological progress and the regulatory environment. The Company's independent third party valuation firm concurred with Management's assessment. Because the future pattern in which the economic benefits of these intangible assets cannot be reliably determined, amortization expense was calculated on a straight-line basis.

(j) Reflects common shares issued as consideration for the VectorVision acquisition.