

Submission Data File

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Emerging Growth Company	Yes
Elected not to use extended transition period	No
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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): April 26, 2018

GUARDION HEALTH SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-55723
(Commission
File Number)

44-4428421
(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.

Item 5.03 **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On April 26, 2018, Guardion Health Sciences, Inc. (the "Company") filed a Certificate of Elimination of Designations, Preferences and Rights of Series A and Series B Convertible Preferred Stock (the "Certificate of Elimination") with the Delaware Secretary of State. The Certificate of Elimination eliminates the Company's Series A Convertible Preferred Stock, par value \$0.001 per share and the Company's Series B Convertible Preferred Stock, par value \$0.001 per share, from the Company's certificate of incorporation. No shares of the Series A Convertible Preferred Stock or Series B Convertible Preferred Stock were outstanding at the time of filing of the Certificate of Elimination.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

[3.1 Certificate of Elimination of Designations, Preferences and Rights of Series A and Series B Convertible Preferred Stock.](#)

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: May 2, 2018

**CERTIFICATE OF WITHDRAWAL OF CERTIFICATES OF DESIGNATION,
PREFERENCES, AND RIGHTS OF
SERIES A AND SERIES B CONVERTIBLE PREFERRED STOCK
OF
GUARDION HEALTH SCIENCES, INC.**

GUARDION HEALTH SCIENCES, INC., a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY:

That, pursuant to authority conferred on the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation") and pursuant to the provisions of Section 151 of Title 8 of the Delaware Code, the Board of Directors, at a meeting of its members held on April 18, 2018, adopted the recitals and resolutions withdrawing (i) the Certificate of Designation, Preferences, and Rights of Series A Convertible Preferred Stock and (ii) the Certificate of Designation, Preferences, and Rights of Series B Convertible Preferred Stock, which resolutions are as follows:

WHEREAS, the Board of Directors, at a meeting held on May 26, 2016, adopted a resolution providing for the designation, preferences and relative, participating, optional or other rights, and qualifications, limitations or restrictions thereof, of 2,000,000 shares of the Corporation's Preferred Stock, par value \$.001 per share (the "Series A Certificate");

WHEREAS, no shares of Series A Convertible Preferred Stock currently remain outstanding and no such shares of Series A Convertible Preferred Stock shall be issued in the future;

WHEREAS, the Board of Directors, at a meeting held on January 9, 2017, adopted a resolution providing for the designation, preferences and relative, participating, optional or other rights, and qualifications, limitations or restrictions thereof, of 6,000,000 shares of the Corporation's Preferred Stock, par value \$.001 per share (the "Series B Certificate");

WHEREAS, no shares of Series B Convertible Preferred Stock currently remain outstanding and no such shares of Series B Convertible Preferred Stock shall be issued in the future;

WHEREAS, the Board of Directors deems it to be in the best interests of the Corporation and its stockholder to withdraw the Series A Certificate and the Series B Certificate and return all of the shares of Preferred Stock previously designated as Series A Convertible Preferred Stock and Series B Convertible Preferred Stock to authorized Preferred Stock available for issuance in accordance with the Company's current Certificate of Incorporation and bylaws;

NOW, THEREFORE, BE IT RESOLVED: That pursuant to the authority granted to and vested in the Board of Directors of the Corporation in accordance with the provisions of the Certificate of Incorporation, the Board hereby withdraws the Series A Certificate and the Series B Certificate and returns all previously designated shares of Series A Preferred Stock and Series B Preferred Stock to their status as authorized Preferred Stock available for issuance as determined by the Board of Directors, and that the officers of the Corporation, and each acting singly, are hereby authorized, empowered and directed to file with the Secretary of State of the State of Delaware a Certificate of Withdrawal of the Certificates of Designation, Preferences and Rights of the Series A and the Series B Convertible Preferred Stock, as such officer or officers shall deem necessary or advisable to carry out the purposes of this resolution; and finally

BE IT RESOLVED, that when such certificate of withdrawal becomes effective upon acceptance of the Secretary of State of the State of Delaware, it shall have the effect of eliminating from the Corporation's current Certificate of Incorporation all matters set forth in the Series A Certificate with respect to the Series A Convertible Preferred Stock and all matters set forth in the Series B Certificate with respect to the Series B Convertible Preferred Stock.

In accordance with Section 151(g) of the General Corporation Law of the State of Delaware, the shares that were designated as Series A Convertible Preferred Stock and Series B Convertible Preferred Stock hereby are returned to the status of authorized but unissued shares of the Preferred Stock of the Company, without designation as to series.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Withdrawal to be signed by and attested by its duly authorized officers this 18th day of April, 2018.

GUARDION HEALTH SCIENCES, INC.

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