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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 5, 2019**

**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.

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### Item 8.01 Other Events.

On April 9, 2019, Guardion Health Sciences, Inc. (the “Company”) closed its initial public offering (the “IPO”) of 1,250,000 shares of common stock, par value \$0.001 per share, at an IPO price to the public of \$4.00 per share. The shares began trading on the NASDAQ Capital Market on April 5, 2019 under the symbol “GHSI.” The sale of the shares was made pursuant to an underwriting agreement, dated March 29, 2019, between the Company and the representative of the underwriters. The gross proceeds to the Company from the IPO were \$5.0 million, before deducting underwriting discounts and commissions and other offering costs and expenses payable by the Company. In addition, the Company has granted the underwriters a 45-day option to purchase up to an additional 187,500 shares of common stock.

Effective upon the closing of the IPO, Dr. Donald A. Gagliano was formally appointed to the Company’s Board of Directors. Dr. Gagliano has been a member of the Company’s Scientific Advisory Board since June 2015. Since October 2018, Dr. Gagliano has been the principal of GMIC LLC, which provides healthcare consultation services. From April 2013 to October 2013, Dr. Gagliano was the Vice President for Global Medical Affairs for Bausch+Lomb, Inc. From 2016 to present, Dr. Gagliano has served as the President of the Prevention of Blindness Society. From November 2008 to March 2013, Dr. Gagliano served as the Assistant Secretary of Defense for Health Affairs as the first Executive Director of the Joint Department of Defense (DoD) and Department of Veterans Affairs (VA) Vision Center of Excellence (VCE). In 1975, Dr. Gagliano graduated from the US Military Academy at WestPoint with a degree in Engineering. In 1981, he received a Bachelor of Science in medicine from Chicago Medical School and in 1998 he received his Master of Healthcare Administration from Penn State University.

On April 5, 2019, the Company issued a press release announcing the pricing of the IPO and on April 9, 2019, the Company issued a press release announcing the closing of the IPO. Copies of the press release are attached as Exhibit 99.1 and 99.2 hereto and are incorporated by reference herein.

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u><a href="#">Press Release, dated April 5, 2019</a></u>
<u>99.2</u>	<u><a href="#">Press Release, dated April 9, 2019</a></u>

**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: April 9, 2019

**FOR IMMEDIATE RELEASE**

Guardion Health Sciences, Inc.  
15150 Avenue of Science, Ste. 200  
San Diego, CA 92128  
Ph 858.605.9055; Fax 858.630.5543  
[www.guardionhealth.com](http://www.guardionhealth.com)

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**Guardion Health Sciences, Inc. Announces Pricing of Initial Public Offering**

**San Diego, CA – April 5, 2019** – Guardion Health Sciences Inc. (“Guardion”) (Nasdaq: GHSI), an ocular health sciences and technologies company that develops, formulates and distributes condition-specific medical foods and testing technologies supported by evidence-based protocols, today announced the pricing of its initial public offering of 1,250,000 shares of its common stock at a public offering price of \$4.00 per share for total gross proceeds of \$5.0 million, before deducting underwriting discounts and commissions and other offering costs and expenses payable by Guardion. In addition, Guardion has granted the underwriters a 45-day option to purchase up to 187,500 additional shares of common stock at the public offering price, less underwriting discounts and commissions, to cover over-allotments, if any. All of the shares are being offered by Guardion. The shares are expected to begin trading on the Nasdaq Capital Market on Friday, April 5, 2019, under the symbol “GHSI.”

WallachBeth Capital, LLC is acting as the lead manager for the IPO and WestPark Capital, Inc. is acting as co-manager.

A registration statement relating to the shares of common stock being sold in this offering was declared effective by the Securities and Exchange Commission (the “SEC”) on April 4, 2019. The offering is being made only by means of a prospectus. This press release shall not constitute an offer to sell, or a solicitation of an offer to buy these securities, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Guardion Health Sciences, Inc.**

Guardion is an ocular health sciences company that develops, formulates and distributes condition-specific medical foods supported by evidence-based protocols, 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 for the treatment of a depleted macular protective pigment.

**About VectorVision®**

VectorVision® specializes in the standardization of contrast sensitivity, glare sensitivity, low contrast acuity, and ETDRS acuity vision testing. Its 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. VectorVision®’s CSV-1000 device is considered the standard of care for clinical trials. VectorVision® is a wholly-owned subsidiary of Guardion.

## **About WallachBeth Capital, LLC**

WallachBeth Capital offers a robust range of capital markets and investment banking services to the healthcare community, connecting corporate clients with leading institutions, creating value for both issuers and investors. The firm is a leading provider of institutional execution services, offering clients a full spectrum of solutions to help them navigate increasingly complex markets. WallachBeth's expertise includes ETF, equity and derivative trading. Operating on a fully disclosed, agency-only basis, the firm is committed to facilitating all client needs with transparency and integrity. The firm's website is located at [www.wallachbeth.com](http://www.wallachbeth.com).

## **About WestPark Capital**

WestPark Capital is a full-service investment bank focused on emerging growth sectors such as healthcare, software, technology, biotechnology, financial services, manufacturing, consumer products, media and telecom industries, among other categories. WestPark Capital provides a comprehensive range of corporate finance services, including initial public offerings, follow-on offerings, private placements, SPOs and corporate finance advisory services. Additional information about WestPark Capital is available at [www.wpcapital.com](http://www.wpcapital.com) or at [info@wpcapital.com](mailto:info@wpcapital.com).

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## **Forward-Looking Statement Disclaimer**

*With the exception of the historical information contained in this news release, the matters described herein may 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 registration statement filed with the SEC, which is available at the SEC's website ([www.sec.gov](http://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:*

*Michael Favish*

*Chief Executive Officer*

*Telephone: (858) 605-9055 x 201*

*E-mail: [mfavish@guardionhealth.com](mailto:mfavish@guardionhealth.com)*

### *Investor Relations Contact:*

*Michael Porter*

*Porter, LeVay & Rose*

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*E-mail: [matthew@plrinvest.com](mailto:matthew@plrinvest.com)*

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