
**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): **January 26, 2021**

GUARDION HEALTH SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38861
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	GHSI	The NASDAQ Stock Market LLC

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 8.01 Other Events.

As previously disclosed, on September 20, 2019, Guardion Health Sciences, Inc., a Delaware corporation (the “Company”) received notice from the Listing Qualifications staff (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that, based upon the closing bid price of the Company’s common stock (the “Common Stock”) for the previous 30 consecutive business days, the Company no longer satisfied the requirement to maintain a minimum bid price of \$1.00 per share, as required by Nasdaq Listing Rule 5550(a)(2) (the “Bid Price Rule”). In accordance with the Nasdaq Listing Rules, the Company was afforded 180 days, or until March 18, 2020, to regain compliance with the Bid Price Rule by evidence of a closing bid price of at least \$1.00 per share for a minimum of 10 consecutive business days. Thereafter, the Company had been afforded a second 180-calendar day compliance period (which 180-day period was extended due to circumstances related to COVID-19), or until November 30, 2020, to regain compliance with the Bid Price Rule.

The Company was unable to regain compliance with the Bid Price Rule by November 30, 2020. Accordingly, on December 1, 2020, the Company received a letter from the Staff notifying it that its Common Stock would be subject to delisting from Nasdaq unless the Company timely appealed Nasdaq’s determination to a Nasdaq Listing Qualifications Panel (the “Panel”). The Company timely appealed Nasdaq’s determination to the Panel.

On January 26, 2021, the Company received written notification that the Panel granted the Company an extension for continued listing through March 15, 2021. If the Company does not regain compliance with the Bid Price Rule by March 15, 2021, the Company’s Common Stock would be subject to delisting from Nasdaq.

If the Company’s share price does not reach the minimum closing bid price of \$1.00 for 10 consecutive trading days as required to regain compliance with the Bid Price Rule, the Company intends to effect a reverse stock split, which was previously approved by the Company’s shareholders, in order to regain compliance on or before March 15, 2021. Under the Nasdaq Listing Rules, the Panel may monitor the bid price for up to 20 trading days before making its final compliance determination.

On January 27, 2021, the Company issued a press release announcing the above. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Press Release, dated January 27, 2021](#)

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.

Date: January 27, 2021

GUARDION HEALTH SCIENCES, INC.

By: */s/ Bret Scholtes*

Name: Bret Scholtes

Title: Chief Executive Officer
