

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Evans David W</u> (Last) (First) (Middle) 4141 JUTLAND DRIVE, SUITE 215 (Street) SAN DIEGO CA 92117 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Guardion Health Sciences, Inc. [GHSI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Science Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	08/15/2019		A		20,000	A	\$0.44 ⁽¹⁾	1,522,500	D		
Common Stock	08/21/2019		A		20,000	A	⁽²⁾	1,542,500	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant	\$0.585	08/15/2019		A ⁽¹⁾		20,000		(1)	08/15/2024	Common Stock	20,000	(1)	20,000	D	
Warrant	\$0.585	08/21/2019		D ⁽²⁾		20,000		(1)	08/15/2024	Common Stock	20,000	(1)	0	D	

Explanation of Responses:

- Reporting Person purchased 20,000 shares and 20,000 warrants (the "Warrants") at a combined purchase price of \$.45 per share and warrant in the issuer's public offering (the "Offering"), which closed on August 15, 2019. The Warrants are exercisable immediately, and expire five years from the date of issuance.
- The Warrants provide that, beginning on the earlier of (i) 30 days from August 12, 2019 and (ii) the date on which the issuer's common stock trades an aggregate of more than 40,000,000 shares after the announcement of the pricing of the Offering, and ending on the twelve (12) month anniversary thereof, each Warrant may be exercised at the option of the holder on a cashless basis at a ratio of one Warrant for one share of common stock, in whole or in part, if the weighted average price of the common stock on the trading day immediately prior to the exercise date fails to exceed the initial exercise price of the Warrant. The reporting person exercised the Warrant, on a cashless basis at a ratio of one Warrant for one share of common stock, on August 21, 2019.

/s/ David W. Evans 08/22/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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