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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): **June 1, 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)

**47-4428421**  
(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.

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## **Item 2.01 Completion of Acquisition or Disposition of Assets**

As previously reported on a Current Report on Form 8-K (the “Prior 8-K”) filed with the Securities and Exchange Commission (the “SEC”) on May 21, 2021, on May 18, 2021, Guardion Health Sciences, Inc. (the “Company”) entered into an Equity Purchase Agreement (the “Purchase Agreement”) by and among the Company, Adare Pharmaceuticals, Inc., a Nevada corporation (the “Seller”), and Activ Nutritional, LLC, a Delaware limited liability company (“Activ Nutritional”), pursuant to which the Company agreed to purchase all of the issued and outstanding equity securities of Activ Nutritional from the Seller. A copy of the Purchase Agreement was attached as Exhibit 10.1 to the Prior 8-K and is incorporated herein by reference.

On June 1, 2021 (the “Closing Date”), the parties consummated the transactions contemplated by the Purchase Agreement and Activ Nutritional became a wholly owned subsidiary of the Company.

Pursuant to the terms of the Purchase Agreement, on the Closing Date, the Company acquired all of the equity of Activ Nutritional from the Seller for a cash payment of \$26 million, subject to certain adjustments.

The foregoing description of the Purchase Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement.

## **Item 8.01 Other Events**

On June 2, 2021, the Company issued a press release announcing the closing of the transactions contemplated by the Purchase Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## **Item 9.01 Financial Statements and Exhibits**

(a) Financial Statements of Business Acquired.

As permitted by Item 9.01(a)(3) of Form 8-K, the financial statements required by Item 9.01(a) of Form 8-K will be filed by the Company by an amendment to this Current Report on Form 8-K not later than 71 days after the date upon which this Current Report on Form 8-K was required to be filed.

(b) Pro Forma Financial Information.

As permitted by Item 9.01(b)(2) of Form 8-K, the pro forma financial information required by Item 9.01(b) of Form 8-K will be filed by the Company by an amendment to this Current Report on Form 8-K not later than 71 days after the date upon which this Current Report on Form 8-K was required to be filed.

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release, dated June 2, 2021</a>

**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: June 4, 2021

**GUARDION HEALTH SCIENCES, INC.**

By: /s/ Bret Scholtes

Name: Bret Scholtes

Title: Chief Executive Officer