

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>MARIO ERNEST</u> (Last) (First) (Middle) <u>C/O EYENOVIA, INC.</u> <u>295 MADISON AVENUE, SUITE 2400</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EYENOVIA, INC. [EYEN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/11/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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, par value \$.0001	09/11/2020		A		7,288 ⁽¹⁾	A	\$0.00	334,527	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	Amount or Number of Shares				
Stock Option (right to buy)	\$3.43	09/11/2020		A		9,820		(2)	09/11/2030	Common Stock	9,820	\$0.00	9,820	D	
Class A Warrant ⁽³⁾	\$2.27 ⁽⁴⁾							03/24/2020	03/24/2021	Common Stock	41,216 ⁽⁵⁾		41,216	D	
Class B Warrant ⁽³⁾	\$2.724 ⁽⁴⁾							03/24/2020	03/24/2025	Common Stock	61,823 ⁽⁵⁾		61,823	D	
Stock Option (right to buy)	\$1.24							03/23/2015	03/23/2025	Common Stock	40,000		40,000	D	
Stock Option (right to buy)	\$1.95							(6)	07/07/2027	Common Stock	33,334		33,334	D	
Stock Option (right to buy)	\$6.2							(6)	07/24/2028	Common Stock	4,465		4,465	D	
Stock Option (right to buy)	\$3.11							(6)	08/16/2029	Common Stock	9,057		9,057	D	

Explanation of Responses:

- Represents restricted stock units that vest on the earlier of September 11, 2021 or the date of the Issuer's 2021 annual meeting of stockholders, subject to the Reporting Person's continued service on the Issuer's Board of Directors and acceleration upon change in control.
- The option becomes exercisable on the earlier of September 11, 2021 or the date of the Issuer's 2021 annual meeting of stockholders, subject to the Reporting Person's continued service on the Issuer's Board of Directors and acceleration upon change in control.
- On March 24, 2020, the Reporting Person purchased Units from the Issuer in a private placement, with each Unit consisting of (a) one share of the Issuer's common stock, (b) a Class A Warrant representing the right to acquire 0.5 shares of the Issuer's common stock and (c) a Class B Warrant representing the right to acquire 0.75 shares of the Issuer's common stock. The purchase price for each Unit was \$2.42625 of which \$2.27 was for the share of the Issuer's common stock, \$0.06250 was for the Class A Warrant and \$0.09375 was for the Class B Warrant.
- The exercise price per share of the Issuer's common stock issuable upon exercise of the Class A and Class B Warrants is subject to adjustment for stock splits, stock dividends and similar corporate events.
- The number of shares of Issuer common stock issuable upon exercise of the Class A and Class B Warrants is subject to adjustment for stock splits, stock dividends and similar corporate events.
- The option is fully vested.

/s/ S. Halle Vakani, Attorney-in-Fact 09/15/2020

** 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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