

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Avenue Capital Management II, L.P.</u> (Last) (First) (Middle) <u>C/O AVENUE CAPITAL GROUP</u> <u>11 WEST 42ND STREET, 9TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10036</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EYENOVIA, INC.</u> [<u>EYEN</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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								30,619	I ⁽¹⁾⁽²⁾	See footnotes 1 and 2.

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				
Convertible Debt	\$1.68	02/21/2025		J ⁽³⁾		5,952,381 ⁽⁴⁾		04/01/2025	⁽⁵⁾	Common Stock	5,952,381	⁽⁵⁾	0 ⁽⁶⁾	I	See footnotes 1 and 2.
Convertible Debt ⁽⁷⁾	\$1.68							04/01/2025	⁽⁵⁾	Common Stock	5,952,381		0 ⁽⁶⁾	I	See footnotes 1 and 2.

1. Name and Address of Reporting Person* <u>Avenue Capital Management II, L.P.</u> (Last) (First) (Middle) <u>C/O AVENUE CAPITAL GROUP</u> <u>11 WEST 42ND STREET, 9TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10036</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>Avenue Venture Opportunities Fund, L.P.</u> (Last) (First) (Middle) <u>11 WEST 42ND STREET</u> <u>9TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10036</u> (City) (State) (Zip)	1. Name and Address of Reporting Person*
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Avenue Venture Opportunities Fund II, L.P.

(Last) (First) (Middle)

11 WEST 42ND STREET, 9TH FLOOR

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

LASRY MARC

(Last) (First) (Middle)

C/O AVENUE CAPITAL GROUP
11 WEST 42ND STREET, 9TH FLOOR

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

Explanation of Responses:

1. Avenue Capital Management II, L.P. ("ACM II") is the investment manager of Avenue Venture Opportunities Fund, L.P. ("AVOF") and Avenue Venture Opportunities Fund II, L.P. ("AVOF II" and with AVOF, the "Funds"), each of which directly holds the securities reported in this Form 3, as to a 40% and 60% interest therein, respectively. ACM II has sole voting and investment power over the securities held by the Funds and may be deemed to have, but disclaims, beneficial ownership of such securities except to the extent of its pecuniary interest, if any, therein. The Funds are the direct owners of 30,619 shares of common stock of Issuer and convertible debt convertible into 5,952,381 shares of common stock of Issuer. Marc Lasry is the ultimate beneficial owner of the securities held by the Funds. See also footnote 2.
2. Avenue Venture Opportunities Partners, LLC ("AVOP") and Avenue Venture Opportunities Partners II, LLC ("AVOP II") are the general partners of AVOF and AVOF II, respectively. GL Venture Opportunities Partners, LLC ("GLVOP") and GL Venture Opportunities Partners II, LLC ("GLVOP II") are the managing members of AVOP and AVOP II, respectively. AVOP, AVOP II, GLVOP and GLVOP II disclaim beneficial ownership of the securities except to the extent of their beneficial interest, if any, therein. Marc Lasry is the beneficial owner of GLVOP and GLVOP II and therefore is the ultimate beneficial owner of AVOF and AVOF II.
3. On February 21, 2025, ACM II, as "Agent", and AVOF and AVOF II, as "Lenders", and Issuer entered into a Second Amendment to Supplement to Loan and Security Agreement dated November 22, 2022 (collectively, as amended and supplemented, the "Agreement"), pursuant to which Lenders have the right in their discretion at any time on or after April 1, 2025, to convert an aggregate amount of up to \$10,000,000 of the aggregate principal amount of the outstanding Growth Capital Loans (as defined in the Agreement) into common stock of Issuer at a per share price of \$1.68.
4. See footnote 3.
5. Not applicable.
6. Reporting Persons have not converted any debt to date.
7. On May 30, 2025, each of AVOF and AVOF II (collectively, the "Funds"), entered into a Third Amendment (the "Third Amendment") to the Agreement with Issuer. Pursuant to the Third Amendment, any conversion by the Funds of the principal amount of the Growth Capital Loans is subject to a 9.99% beneficial ownership limitation on Issuer's common stock and as a result, the Reporting Persons are no longer subject to Section 16.

Remarks:

Andrew Schinder, Attorney-in-Fact 06/03/2025

/s/ Andrew Schinder, Attorney-in-Fact 06/03/2025

/s/ Andrew Schinder, Attorney-in-Fact 06/03/2025

/s/ Andrew Schinder, Attorney-in-Fact 06/03/2025

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.