

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 * | 2. Issuer Name and Ticker or Trading Symbol              | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| <u>Strahlman Ellen R</u>                  | <u>EYENOVIA, INC.</u> [ <u>EYEN</u> ]                    | <input checked="" type="checkbox"/> Director 10% Owner                  |
| (Last) (First) (Middle)                   | 3. Date of Earliest Transaction (Month/Day/Year)         | Officer (give title below) Other (specify below)                        |
| <u>C/O EYENOVIA, INC.</u>                 | <u>07/01/2022</u>  |   |
| <u>295 MADISON AVENUE, SUITE 2400</u>     | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)             |
| (Street)                                  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person  |
| <u>NEW YORK NY 10017</u>                  |  | Form filed by More than One Reporting Person                            |
| (City) (State) (Zip)                      |  |   |

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 | 07/01/2022                           |  | A                              | 20,187 <sup>(1)</sup> A \$0                                       | 20,187  | 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)                | \$1.9  | 07/01/2022                           |  | A                              | 28,203   | (2) 07/01/2032   | Common Stock 28,203   | \$0  | \$28,203   | D   |  |

Explanation of Responses:

1. Represents restricted stock units that fully vest on the earlier of July 1, 2023 or the date of the Issuer's 2023 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.
2. The option becomes exercisable on the earlier of July 1, 2023 or the date of the Issuer's 2023 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.

/s/ Kaoru Suzuki, Attorney-in-Fact 07/12/2022

\*\* 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.