

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) 0001682639	Previous Names PGP Holdings V, Inc.	<input type="checkbox"/> None	Entity Type <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Name of Issuer EYENOVIAS, INC.			
Jurisdiction of Incorporation/Organization DELAWARE			
Year of Incorporation/Organization			
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer EYENOVIAS, INC.	Street Address 1 295 MADISON AVENUE,	Street Address 2 SUITE 2400	Phone Number of Issuer 917-289-1117
City NEW YORK	State/Province/Country NEW YORK	ZIP/PostalCode 10017	

3. Related Persons

Last Name Ianchulev	First Name Tsontcho	Middle Name
Street Address 1 c/o Eyenovia, Inc.	Street Address 2 295 Madison Avenue, Suite 2400	
City NEW YORK	State/Province/Country NEW YORK	ZIP/PostalCode 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Executive Officer

Last Name LaBelle	First Name Curt	Middle Name
Street Address 1 c/o Eyenovia, Inc.	Street Address 2 295 Madison Avenue, Suite 2400	
City NEW YORK	State/Province/Country NEW YORK	ZIP/PostalCode 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Mario	First Name Ernest	Middle Name
Street Address 1 c/o Eyenovia, Inc.	Street Address 2 295 Madison Avenue, Suite 2400	
City NEW YORK	State/Province/Country NEW YORK	ZIP/PostalCode 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Mather	Charles	
Street Address 1	Street Address 2	
c/o Eyenovia, Inc.	295 Madison Avenue, Suite 2400	
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lee	Kenneth	
Street Address 1	Street Address 2	
c/o Eyenovia, Inc.	295 Madison Avenue, Suite 2400	
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sun	Anthony	
Street Address 1	Street Address 2	
c/o Eyenovia, Inc.	295 Madison Avenue, Suite 2400	
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Eshelman	Fredric	
Street Address 1	Street Address 2	
c/o Eyenovia, Inc.	295 Madison Avenue, Suite 2400	
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gandolfo	John	
Street Address 1	Street Address 2	
c/o Eyenovia, Inc.	295 Madison Avenue, Suite 2400	
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Financial Officer

4. Industry Group

<input type="checkbox"/> Agriculture	Health Care	<input type="checkbox"/> Retailing
<input type="checkbox"/> Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input checked="" type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Yes No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

Real Estate

Airlines & Airports

Commercial

Lodging & Conventions

Construction

Tourism & Travel Services

REITS & Finance

Other Travel

Residential

Other

Other Real Estate

5. Issuer Size

Revenue Range

OR

No Revenues

\$1 - \$1,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$100,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

Aggregate Net Asset Value Range

No Aggregate Net Asset Value

\$1 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Investment Company Act Section 3(c)

Rule 504(b)(1) (not (i), (ii) or (iii))

Section 3(c)(9)

Rule 504 (b)(1)(i)

Section 3(c)(10)

Rule 504 (b)(1)(ii)

Section 3(c)(11)

Rule 504 (b)(1)(iii)

Section 3(c)(12)

Rule 506(b)

Section 3(c)(13)

Rule 506(c)

Section 3(c)(14)

Securities Act Section 4(a)(5)

Section 3(c)(6)

Section 3(c)(7)

Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale 2020-03-24 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor **\$15,000** USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
National Securities Corporation	7569	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	
Street Address 1 200 Vesey Street	Street Address 2 25th Floor	
City NEW YORK	State/Province/Country NEW YORK	ZIP/Postal Code 10281
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount **\$5,985,000** USD or Indefinite

Total Amount Sold **\$5,985,000** USD

Total Remaining to be Sold **\$0** USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: **82**

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions **\$340,794** USD Estimate

Finders' Fees **\$0** USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the

Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
EYENOVIA, INC.	/s/ John P. Gandolfo	John P. Gandolfo	Chief Financial Officer	2020-04-03

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.