

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | |
|--|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| <u>Ianchulev Tsontcho</u> | | |
| (Last) | (First) | (Middle) |
| C/O EYENOVIA, INC. | | |
| 295 MADISON AVENUE, SUITE 2400 | | |
| (Street) | | |
| NEW YORK | NY | 10017 |
| (City) (State) (Zip) | | |

2. Issuer Name and Ticker or Trading Symbol
EYENOVIA, INC. [EYEN]3. Date of Earliest Transaction (Month/Day/Year)
01/02/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 01/02/2019 | | M | | 40,000 | A | \$1.24 | 58,749 | D | |
| Common Stock, par value \$.0001 | 01/02/2019 | | M | | 133,686 | A | \$1.95 | 192,435 | D | |
| Common Stock, par value \$.0001 | 01/02/2019 | | M | | 140,000 | A | \$1.24 | 606,667 | I | By Private Medical Equity, Inc. ⁽¹⁾ |
| Common Stock, par value \$.0001 | | | | | | | | 6,000 | I | By The Meliora Trust ⁽¹⁾ |
| Common Stock, par value \$.0001 | | | | | | | | 453,333 | I | By PME Investor Services Eyenovia, LLC ⁽¹⁾ |

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) | \$1.24 | 01/02/2019 | | M | | | 40,000 | 03/02/2015 | 03/02/2025 | Common Stock | 40,000 | \$0.00 | 0 D |
| Stock Option (right to buy) | \$1.95 | 01/02/2019 | | M | | | 133,686 | (2) | 07/07/2027 | Common Stock | 133,686 | \$0.00 | 267,370 D |
| Stock Option (right to buy) | \$1.24 | 01/02/2019 | | M | | | 140,000 | 03/23/2015 | 03/23/2025 | Common Stock | 140,000 | \$0.00 | 140,000 I |
| Stock Option (right to buy) | \$6.2 | | | | | | | (3) | 07/24/2028 | Common Stock | 124,210 | | 124,210 D |

Explanation of Responses:

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- The option became exercisable as to 11,140 shares on August 7, 2017, and becomes exercisable in equal 11,140 share amounts on each of the 35 one-month anniversaries thereafter.
- One-third of the option becomes exercisable on July 24, 2019 and the remaining shares underlying the option become exercisable in equal increments on each of the 24 one-month anniversaries thereafter.

Remarks:

/s/ S. Halle Vakan, Attorney-in-Fact

01/03/2019

** 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.